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Xinyuan Property Management Service (Cayman) Ltd. **鑫苑物業服務集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1895)

REQUISITIONS BY SHAREHOLDERS

The board (“**Board**”) of directors (“**Directors**”) of Xinyuan Property Management Service (Cayman) Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) received a letter from HKSCC Nominees Limited (“**HKSCC**”) dated 5 May 2026 (the “**HKSCC Letter**”). The HKSCC Letter stated that a request of requisition by Guotai Junan Securities (Hong Kong) Ltd. as nominee holder of 246,472,000 shares held by Xinyuan Real Estate Co., Ltd. (“**XYRE Co., Ltd.**”).

The HKSCC Letter requested the board of directors of the Company to convene an extraordinary general meeting (an “**EGM**”) to consider and if thought fit, pass the following resolutions as ordinary resolutions of the Company:

- (1) THAT SHEN Yuan-ching be removed as an executive director of the Company and shall cease to hold any and all position(s) in the Company with immediate effect upon the passing of this resolution.
- (2) THAT LING Chenkai be removed as an independent non-executive director of the Company and shall cease to hold any and all position(s) in the Company with immediate effect upon the passing of this resolution.
- (3) To remove any director of the Company appointed to the Board between 1 April 2026 and the date of EGM as a director of the Company with immediate effect upon passing of this resolution at the EGM.
- (4) THAT any allotment, issue or placement of securities (including but not limited to shares, warrants, options and debentures) between 1 April 2026 and the date of the EGM shall be deemed to be void.

The Company has sought certain clarification from HKSCC relating to the standing of the requisitionist and as at the date of this announcement, the Company has not received any response from HKSCC. Pending the clarification from HKSCC, no EGM will be convened.

On 15 June 2026, the Board received a requisition notice dated 13 June 2026 (the “**Requisition Notice**”) from Xinyuan Real Estate, Ltd. (“**XYRE Ltd.**”) and Xinyuan China Real Estate (HK) Limited (“**XYCRE**”).

According to the Requisition Notice, XYRE Ltd. holds 59,999,000 shares in the Company and XYCRE holds 1,000 shares in the Company. XYRE Ltd. and XYCRE together hold 60,000,000 shares in the Company, representing, as at the date of the Requisition Notice, approximately 10.1% of the total voting rights in the share capital of the Company.

In the Requisition Notice, XYRE Ltd. and XYCRE proposed to add the following ordinary resolutions (the “**XYRE’s Proposed Resolutions**”) to the agenda of the annual general meeting of the Company to be held on 26 June 2026 (the “**AGM**”) pursuant to articles 12.3 and 16.4 of the articles of association of the Company (the “**Articles**”):

- (1) THAT Mr. SHEN Yuan-Ching be removed as a Director, and shall cease to hold any and all offices of the Company, with immediate effect.
- (2) THAT Mr. LAN Ye be removed as a Director, and shall cease to hold any and all offices of the Company, with immediate effect.
- (3) THAT Mr. FENG Bo (馮波) be appointed as an executive director of the Company.
- (4) THAT Mr. TIAN Wenzhi (田文智) be appointed as a non-executive director of the Company.
- (5) THAT Ms. ZHAO Xia (趙霞) be appointed as an independent non-executive director of the Company.

The Requisition Notice does not state any reasons for the XYRE’s Proposed Resolutions.

POTENTIAL BREACH OF ZHANG AND YANG’S UNDERTAKINGS

References are made to the announcements of the Company dated 1 September 2022 and 11 June 2024.

On 4 August 2022, each of Mr. Zhang Yong (“**Mr. Zhang**”) and Ms. Yang Yuyan (“**Ms. Yang**”) undertook to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and to the Company (the “**Zhang and Yang’s Undertakings**”), among others, not to use the shares they hold in the Company’s majority shareholder to influence the business and operations of the Group, in particular: (1) the nomination of any director of the Company; or (2) the appointment, re-election or removal of any director of the Company in general meetings. Both Mr. Zhang and Ms. Yang were censured by the Stock Exchange in 2022, having been found to have breached the Listing Rules in relation to their conduct at the Company.

To the best knowledge of the Company and according to available company filings, XYRE Ltd. is a wholly-owned subsidiary of XYRE Co., Ltd. and its board of directors comprises three directors including Mr. Zhang and Ms. Yang. XYCRE is a wholly-owned subsidiary of XYRE Ltd. and the sole director of XYCRE is Mr. Zhang. XYRE Co., Ltd. is owned as to approximately 42.2% by Mr. Zhang and Ms. Yang, who remain the single largest shareholder group of XYRE Ltd.. Mr. Zhang remains the Chairman, director and Chief Executive Officer of XYRE Co., Ltd.. Ms. Yang remains as a director of XYRE Co., Ltd..

In light of Mr. Zhang and Ms. Yang's shareholding and position, the Board considers that XYRE Co., Ltd., XYRE Ltd. and XYCRE remain subject to the control and the significant influence of Mr. Zhang and Ms. Yang. The XYRE's Proposed Resolutions relate directly to the removal and appointment of Directors, being precisely the category of matters addressed in the Zhang and Yang's Undertakings. No explanation has been provided by XYRE Co., Ltd., XYRE Ltd. or XYCRE as to why the requisition of the XYRE's Proposed Resolutions would not involve, or amount to, the exercise of influence of the kind prohibited by the Zhang and Yang's Undertakings. The Company has not been satisfied that the XYRE's Proposed Resolutions would not be a breach of the Zhang and Yang's Undertakings.

Under the the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), the Company and the Board are required to comply with all applicable requirements of the Listing Rules and any additional requirements imposed by the Stock Exchange. Every director of the Company must, in the exercise of his or her powers and duties as a director of the Company, use his or her best endeavours to procure the Company to comply with the Listing Rules.

The Board considers that it is its primary duty to comply with the Listing Rules and requirements of the Stock Exchange and to uphold the Zhang and Yang's Undertakings given to both the Company and the Stock Exchange, to maintain the Company's independence and to ensure the Company's ongoing regulatory compliance.

Rule 13.73 of the Listing Rules provides that an issuer shall provide its shareholders with any material information on the subject matter to be considered at a general meeting that comes to the directors' attention after a circular is issued and the issuer must provide the information either in a supplementary circular or by way of an announcement in accordance with rule 2.07C not less than 10 business days before the date of the relevant general meeting to consider the subject matter. As the Company is required under its articles of association to hold the AGM on or before 30 June 2026, there shall not be sufficient time to issue any supplementary circular for the AGM.

In view of the above and having taken legal advice (in respect of which privilege is maintained and not waived), the Board considers that to add the XYRE's Proposed Resolutions to the agenda of the AGM would be to assist in the contravention of the Zhang and Yang's Undertakings. The Zhang and Yang's Undertakings given to both the Company and the Stock Exchange, remain effective. Accordingly, the XYRE's Proposed Resolutions will not be added to the agenda of the AGM.

By order of the Board
Xinyuan Property Management Service (Cayman) Ltd.
SHEN Yuan-Ching
Chairman, Executive Director and Chief Executive Officer

Hong Kong, 24 June 2026

As at the date of this announcement, the Board comprises Mr. SHEN Yuan-Ching and Mr. TANG Yucao as executive directors; and Mr. HOU Kaai Wern, Mr. LAN Ye, Mr. LEUNG Chi Hang, Benson, Ms. LI Jingmei Jessica, Mr. LIAO Ghen-yue and Mr. LING Chenkai as independent non-executive directors.