

香港聯合交易所有限公司

(香港交易及結算所有限公司全資附屬公司)

THE STOCK EXCHANGE OF HONG KONG LIMITED

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

ANNOUNCEMENT

In relation to the trading suspension of
Xinyuan Property Management Service (Cayman) Ltd. (the **Company**)
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1895)

This announcement is made by The Stock Exchange of Hong Kong Limited (the **Exchange**) pursuant to Rule 2.07(2)(e) of the Rules Governing the Listing of Securities on the Exchange and Section 21 of the Securities and Futures Ordinance.

Background

The Company is principally engaged in the provision of property management services. Xinyuan Real Estate Co., Ltd. (**XYRE Co., Ltd.**) is the Company's controlling shareholder.

Mr. Zhang Yong (**Mr. Zhang**) and Ms. Yang Yuyan (**Ms. Yang**), former directors of the Company and current directors of XYRE Co., Ltd., were previously subject to the Exchange's disciplinary action in connection with certain unauthorised fund transactions between (i) the Company and its subsidiaries (the **Group**) and (ii) XYRE Co., Ltd. (the **Unauthorised Transactions**).

Trading in the Company's shares was previously suspended between 1 April 2021 and 1 September 2022, as the then auditors raised questions about the Unauthorised Transactions, which led to the delay in publication of annual results. To address the resumption guidance on management integrity and settle the disciplinary action, Mr. Zhang and Ms. Yang resigned as the Company's directors and ceased to hold any executive or management position in the Group since August 2022. Each of them also undertook to the Exchange and the Company, among others, not to use the shares they hold in the Group, in XYRE Co., Ltd., or their positions as directors of XYRE Co., Ltd. to influence the business and operations of the Group, in particular (i) the nomination of any director of the Company; or (ii) the appointment, re-election or removal of any director of the Company in general meetings. Mr. Zhang and Ms. Yang further undertook to the Exchange and the Company that they would not influence the business and operations of the Group under all circumstances (the **Undertakings**).

Company Announcements

On 30 April 2026, the Company announced it removed three directors (the **Removed Directors**). On 12 June 2026, the Company further announced the Board had concerns on whether the Removed Directors would be able to properly discharge their fiduciary duties and act consistently in the best interests of the Company and its shareholders, in particular, whether the Removed Directors could uphold the Undertakings.

On 24 June 2026, the Company announced it received a requisition from Xinyuan Real Estate, Ltd. (**XYRE Ltd.**) (a subsidiary of XYRE Co., Ltd.) and Xinyuan China Real Estate (HK) Limited (**XYCRE**) (a subsidiary of XYRE Ltd.) to add the resolutions to (i) remove two existing directors; and (ii) appoint the three Removed Directors (collectively, **XYRE's Proposed Resolutions**) at the Company's annual general meeting (**AGM**) of 26 June 2026. The Company also announced it would not add XYRE's Proposed Resolutions to the AGM agenda, as it has not been satisfied that they would not be a breach of the Undertakings.

At 12:16 p.m. on 26 June 2026, the Company published a poll results announcement for its AGM (the **Poll Results**), which stated that, among others, all original resolutions (including the resolutions on re-election of existing directors) proposed at the AGM (except for the resolution on declaration and payment of final dividend) were voted down, and nine new resolutions were added to the AGM agenda and put for voting. All nine new resolutions were approved at the AGM. Based on the Poll Results, the Board comprised the three Removed Directors following the AGM; and the Company became non-compliant with Rules 3.10(1), 3.10(2), 3.21, 3.25 and 3.27A of the Listing Rules.

On 6 July 2026, the Company announced and clarified that Hiller CPA Limited was appointed as the scrutineer for vote-taking at the AGM.

Trading Suspension and Resumption Guidance

At 1:00 p.m. on 26 June 2026, trading of the securities of the Company was suspended at the request of the Company pending release of an announcement in relation to inside information.

On 22 July 2026, the Exchange informed the Company of the following resumption guidance for the resumption of trading in the Company's securities:

- (i) demonstrate, with sufficient basis and appropriate evidence, the identities of the individuals who validly make up the board of directors of the Company;
- (ii) establish an independent committee and engage an independent investigator to conduct an appropriate independent investigation into the compliance and upholding of the Undertakings, announce the investigation findings and take appropriate remedial actions;

- (iii) demonstrate that there is no reasonable regulatory concern about management integrity and/or the integrity of any persons with substantial influence over the Company's management and operations, which may pose a risk to investors and damage market confidence;
- (iv) demonstrate that the Company is suitable for continued listing;
- (v) procure the audit committee to engage an independent internal control consultant to conduct an independent internal control review, and demonstrate that:
 - (a) the material deficiencies identified in relation to the trading suspension have been rectified and all necessary remedial measures have been properly implemented; and
 - (b) the internal controls of the Company are adequate and effective to serve their purposes and enable the Company to comply with the Listing Rules and other legal and regulatory requirements, including but not limited to dissemination of regulatory information, compliance with its articles of association and upholding of the Undertakings;
- (i) re-comply with Rules 3.10(1), 3.10(2), 3.21, 3.25 and 3.27A of the Listing Rules; and
- (ii) inform the market of all material information for the Company's shareholders and investors to appraise the Company's position.

The Company's access to the Exchange's e-Submission system is suspended pending its clarification of board composition and authorised persons of the e-Submission account.

Hong Kong, 30 July 2026