
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Xinyuan Property Management Service (Cayman) Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES,
(3) PROPOSED FINAL DIVIDEND
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting ("AGM") of Xinyuan Property Management Service (Cayman) Ltd. to be held at Small Meeting Room, 2/F., International Living Clubhouse, 18 Xinyuan Road, Jinshui District, Zhengzhou, Henan Province, the PRC on Monday, 18 October 2021 at 3:00 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.xypm.hk>). Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 p.m. on Saturday, 16 October 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish.

PRECAUTIONARY MEASURES FOR THE AGM

Please refer to page 1 of this circular for the measures to be implemented at the AGM to safeguard the health and safety of the attendees and to prevent the spread of the Novel Coronavirus ("COVID-19") pandemic, including without limitation:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and no serving of refreshments

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue or be required to leave the AGM venue. The Company reminds all Shareholders that physical attendance in person at the AGM is **NOT** necessary for the purpose of exercising voting rights and would like to encourage Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM, instead of attending the AGM in person.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

References to time and dates in this circular are to Hong Kong time and dates.

13 September 2021

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PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing COVID-19 pandemic, the Company will implement necessary preventive measures at the AGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including without limitation:

- (i) compulsory body temperature check will be conducted on every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.2 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) each attendee is required to prepare his/her own surgical face mask and wear the same inside the AGM venue at all times, and to maintain a safe distance between seats; and
- (iii) no corporate gifts will be distributed and no refreshments will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

In the interest of all attendees' health and safety, the Company wishes to advise all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using forms of proxy with voting instructions duly completed, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The form of proxy, which can also be downloaded from the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.xypm.hk>), is enclosed to this circular. In order to be valid, the signed and completed form of proxy must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or the adjourned meeting (as the case may be). If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodian or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks, brokers or custodians (as the case may be) to assist you in the appointment of proxy.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2020 Final Dividend”	the final dividend of HK10.2 cents per Share for the year ended 31 December 2020 recommended by the Board to be paid to the Shareholders
“AGM”	the annual general meeting of the Company to be held at Small Meeting Room, 2/F., International Living Clubhouse, 18 Xinyuan Road, Jinshui District, Zhengzhou, Henan Province, the PRC on Monday, 18 October 2021 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of annual general meeting which is set out on pages 15 to 19 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company (as amended from time to time)
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“Company”	Xinyuan Property Management Service (Cayman) Ltd., a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issuance Mandate”	a general unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of AGM as set out on pages 15 to 19 of this circular
“Latest Practicable Date”	8 September 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	11 October 2019, on which the Shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of AGM as set out on pages 15 to 19 of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.00001 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD

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)

Executive Directors:

Ms. WANG Yanbo (*Chief Executive Officer*)

Mr. HUANG Bo (*Chief Financial Officer*)

Non-executive Directors:

Mr. ZHANG Yong (*Chairman*)

Ms. YANG Yuyan

Independent Non-executive Directors:

Mr. LUO Ji

Mr. LI Yifan

Mr. FU Shaojun

Registered Office:

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Corporate Headquarter:

3/F., International Living Clubhouse

18 Xiuyuan Road

Jinshui District

Zhengzhou

Henan Province

PRC

Principal Place of Business

in Hong Kong:

9/F, Wah Yuen Building

149 Queen's Road Central

Hong Kong

13 September 2021

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES,
(3) PROPOSED FINAL DIVIDEND
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on Monday, 18 October 2021.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 16.19 of the Articles of Association, Ms. YANG Yuyan and Mr. LUO Ji will retire by rotation and being eligible, will offer themselves for re-election at the AGM.

In accordance with article 16.2 of the Articles of Association, Mr. FU Shaojun will hold office only until the AGM and being eligible, will offer himself for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

The current general mandate granted to the Directors to issue Shares pursuant to the relevant resolution passed at the annual general meeting held on 29 May 2020 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of AGM as set out on pages 15 to 19 of this circular (i.e. a maximum of 113,500,000 Shares on the basis that no further Shares are issued or repurchased before the AGM). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

The current general mandate granted to the Directors to repurchase Shares pursuant to the relevant resolution passed at the annual general meeting held on 29 May 2020 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of AGM as set out on pages 15 to 19 this circular (i.e. a maximum of 56,750,000 Shares on the basis that no further Shares are issued or repurchased before the AGM).

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

The Issuance Mandate, the Repurchase Mandate and the extension of the Issuance Mandate, if granted at the AGM, shall continue in force until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the date on which the Issuance Mandate, the Repurchase Mandate or the extension of the Issuance Mandate (as the case may be) is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate at the AGM is set out in Appendix II to this circular.

5. PROPOSED FINAL DIVIDEND

As disclosed in the Company's announcement of annual results for the year ended 31 December 2020 dated 31 August 2021, the Board has recommended the payment of the 2020 Final Dividend of HK10.2 cents per Share for the year ended 31 December 2020 to the Shareholders subject to the approval of the Shareholders at the AGM. The 2020 Final Dividend is expected to be paid in cash to the Shareholders on or about Friday, 29 October 2021.

6. AGM AND PROXY ARRANGEMENT

The notice of AGM is set out on pages 15 to 19 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.xypm.hk>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 p.m. on Saturday, 16 October 2021) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Issuance Mandate and the Repurchase Mandate, the extension of the Issuance Mandate, and the proposed 2020 Final Dividend as set out in the notice of AGM, are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

9. GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

10. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Xinyuan Property Management Service (Cayman) Ltd.
ZHANG Yong
Chairman and Non-executive Director

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

MS. YANG YUYAN, NON-EXECUTIVE DIRECTOR

Ms. YANG Yuyan (楊玉岩) (“**Ms. Yang**”), aged 57, was appointed as a Director on 19 April 2019 and was designated as a non-executive Director on the same date. She is responsible for planning the future strategic development of the Group. Ms. Yang had been a supervisor of Xinyuan Science and Technology Service Group Co., Ltd. (“**Xinyuan Science**”) from 11 November 2001 to 8 May 2016.

Ms. Yang has invested in Xinyuan Real Estate Group (i.e. Xinyuan Real Estate Co., Ltd. (“**Xinyuan Real Estate Holdings**”), a company listed on the New York Stock Exchange (stock code: XIN), and its subsidiaries, including the Group) since its establishment and is a director of Xinyuan Real Estate Holdings which is one of the controlling shareholders of the Company. Ms. Yang is deemed to beneficially own all of the shares in Xinyuan Real Estate Holdings held directly or indirectly by The Spectacular Stage Trust, representing 25.75% of the issued shares in Xinyuan Real Estate Holdings. Also, Ms. Yang is a director of Xinyuan Real Estate, Ltd. (a company wholly-owned by Xinyuan Real Estate Holdings and is one of the controlling shareholders of the Company).

Ms. Yang obtained a master’s degree in business administration from National University of Singapore in Singapore in May 2008.

Save as disclosed above, Ms. Yang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Yang entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date, unless either party gives three months prior written notice to the other to terminate the letter of appointment before expiry of the existing term, and is subject to retirement by rotation in accordance with the Articles of Association.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE AGM**

As at the Latest Practicable Date, Ms. Yang had the following interest in the shares of the Company or its associated corporation within the meaning of Part XV of the SFO:

(a) The Company

Direct Interests	Other Interests	Total Number of Shares (Long Position)
–	15,000,000 ^(Note)	15,000,000

Note: Grace Hope Holdings Limited is wholly-owned by Ms. Yang. By virtue of the SFO, Ms. Yang is therefore deemed to be interested in 15,000,000 Shares (representing 2.64% of the total number of Shares in issue as at the Latest Practicable Date) held by Grace Hope Holdings Limited.

(b) Associated Corporation – Xinyuan Real Estate Co., Ltd.

Direct Interests	Other Interests	Total Number of Shares (Long Position)
–	28,400,000 ^(Note)	28,400,000

Note: Pursuant to the trust deed dated 24 November 2015 (the “**Trust Deed**”) entered into by Ms. Yang (as settlor) and HSBC International Trustee Limited (as trustee) (the “**Trustee**”), The Spectacular Stage Trust (the “**Trust**”) was established as discretionary trust and the beneficiaries under the Trust include the family members of Ms. Yang. Pursuant to the terms of the Trust Deed, the Trustee is required to obtain the prior written consent of Ms. Yang, as protector, before making any direct or indirect dispositions of any shares in Xinyuan Real Estate Holdings (the “**Common Shares**”) that constitute the assets of the Trust and to vote the Common Shares held by the Trust and cause any entity owned by the Trust directly or indirectly that holds the Common Shares to vote such shares in accordance with instructions from Ms. Yang. Accordingly, pursuant to Section 13(d) of the Securities Exchange Act of 1934 of the United States, as amended, Ms. Yang may be deemed to beneficially own all of the Common Shares held directly or indirectly by the Trust.

Under the letter of appointment entered into between Ms. Yang and the Company, Ms. Yang did not receive any emolument from the Company, but the expenses incurred in connection with her discharge of duties as a non-executive Director were borne by the Company.

Save as disclosed above, Ms. Yang does not hold any other position with the Company and other members of the Group and does not have any relationship with any directors, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there is no other information relating to Ms. Yang required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MR. LUO JI, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LUO Ji (羅輯) (“**Mr. Luo**”), aged 75, was appointed as an independent non-executive Director on 16 September 2019. He is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company.

From May 2010 to April 2016, Mr. Luo was an independent director of Beijing Aerospace Changfeng Co., Ltd. (北京航天長峰股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600855). He has acted as the executive manager and the partner of Beijing Hanheng Law Firm (北京市漢衡律師事務所) since September 2003 and March 2007 respectively.

Mr. Luo obtained a bachelor’s degree in law from the China University of Political Science and Law in the PRC in November 1999. Mr. Luo became a qualified lawyer of the Ministry of Justice of the People’s Republic of China in April 2001. He completed the Shanghai Stock Exchange subsequent training for independent directors of listed companies in March 2015.

Save as disclosed above, Mr. Luo has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Luo entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date, unless either party gives three months prior written notice to the other to terminate the letter of appointment before expiry of the existing term, and is subject to retirement by rotation in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Luo did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Under the letter of appointment entered into between Mr. Luo and the Company, Mr. Luo did not receive any emolument from the Company, but the expenses incurred in connection with his discharge of duties as an independent non-executive Director and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee were borne by the Company.

Mr. Luo does not hold any other position with the Company and other members of the Group and does not have any relationship with any directors, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there is no other information relating to Mr. Luo required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MR. FU SHAOJUN, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. FU Shaojun (付少軍) (“**Mr. Fu**”), aged 46, was appointed as an independent non-executive Director on 27 July 2021. He is a member of the Audit Committee of the Company.

Mr. Fu is currently an arbitrator of the Beijing Arbitration Commission (Beijing International Arbitration Centre), Hainan International Arbitration Court, Tianjin Arbitration Commission, Shijiazhuang Arbitration Commission and Beihai Arbitration Commission. Mr. Fu graduated from the School of International Studies, Peking University, majoring in Diplomacy and Foreign Affairs Management, and obtained a Bachelor of Laws degree in July 1997. He obtained a Master of Laws degree from the Party School of the Central Committee of the Communist Party of the People’s Republic of China (the “**PRC**”) in July 2004 and a doctorate degree in laws from the Party School of the Central Committee of the Communist Party of the PRC in July 2012. He was accredited with the legal professional qualifications by the Ministry of Justice of the PRC in March 2004. He has served various positions in the Supreme People’s Court (the “**SPC**”) of the PRC since July 2004. He was appointed as a judge of the SPC of the PRC in September 2017. He joined Huida Asset Management Ltd. Co (a wholly state-owned financial institution) from July 2019 and was the general manager of both the office of the board of directors and the legal affairs department when he resigned from Huida Asset Management Ltd. Co in June 2021.

Save as disclosed above, Mr. Fu has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Fu entered into a letter of appointment with the Company for an initial term of three years commencing from 27 July 2021, unless either party gives three months prior written notice to the other to terminate the letter of appointment before expiry of the existing term, and is subject to retirement by rotation in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Fu did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Under the letter of appointment entered into between Mr. Fu and the Company, Mr. Fu is entitled to receive an annual fee of HK\$120,000 and the expenses incurred in connection with his discharge of duties as an independent non-executive Director, and a member of the Audit Committee were borne by the Company.

Save as disclosed above, Mr. Fu does not hold any other position with the Company and other members of the Group and does not have any relationship with any directors, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there is no other information relating to Mr. Fu required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 567,500,000 Shares.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of AGM in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Directors would be authorized under the Repurchase Mandate to repurchase a maximum of 56,750,000 Shares, representing 10% of the total number of Shares in issue as at the date of AGM, during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the date on which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase pursuant to the Repurchase Mandate in accordance with the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the most recent published audited accounts contained in the annual results announcement of the Company for the year ended 31 December 2020) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous twelve months up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2020		
September	3.72	2.86
October	3.2	2.4
November	2.65	2.2
December	2.65	2
2021		
January	2.78	1.95
February	2.1	1.8
March	2.28	1.8
April	Trading suspended	
May	Trading suspended	
June	Trading suspended	
July	Trading suspended	
August	Trading suspended	
September (<i>up to the Latest Practicable Date</i>)	Trading suspended	

Note: Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2021.

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, Xinyuan Real Estate, Ltd. and Xinyuan Real Estate Holdings (collectively the "**Controlling Shareholders**"), as at the Latest Practicable Date, each of the Controlling Shareholders was taken to have an interest under the SFO in the same block of 300,000,000 Shares, representing 52.86% of the total number of Shares in issue. In the event that the Directors exercise the proposed Repurchase Mandate in full, the shareholding of each of the Controlling Shareholders would be increased to approximately 58.74% of the total number of Shares in issue.

The Directors are aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement and will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF AGM

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)

NOTICE OF ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE AGM

Please refer to page 1 of the circular of the Company dated 13 September 2021 for the measures to be implemented at the AGM to safeguard the health and safety of the attendees and to prevent the spread of the Novel Coronavirus (“**COVID-19**”) pandemic, including without limitation:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and no serving of refreshments

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue or be required to leave the AGM venue. The Company reminds all Shareholders that physical attendance in person at the AGM is **NOT** necessary for the purpose of exercising voting rights and would like to encourage Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM, instead of attending the AGM in person.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

NOTICE IS HEREBY GIVEN THAT the AGM of Xinyuan Property Management Service (Cayman) Ltd. (the “**Company**”) will be held at Small Meeting Room, 2/F., International Living Clubhouse, 18 Xinyuan Road, Jinshui District, Zhengzhou, Henan Province, the PRC on Monday, 18 October 2021 at 3:00 p.m. to transact the following business:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the independent auditor of the Company for the year ended 31 December 2020.
2. To declare and pay to the shareholders of the Company a final dividend of HK10.2 cents per ordinary share of the Company for the year ended 31 December 2020.
3. (a) To re-elect Ms. YANG Yuyan as a non-executive Director.
(b) To re-elect Mr. LUO Ji as an independent non-executive Director.
(c) To re-elect Mr. FU Shaojun as an independent non-executive Director.

NOTICE OF ANNUAL GENERAL MEETING

4. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
5. To re-appoint Ernst & Young as the independent auditor of the Company and to authorize the Board to fix their remuneration.
6. To consider and, if thought fit, pass (with or without amendments), the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below and compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares of HK\$0.00001 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of any subscription or conversion rights attaching to any warrants or any convertible securities issued by the Company;
 - (iii) any adjustment of rights to subscribe for shares under any options or any specific authority granted by the shareholders of the Company;
 - (iv) the exercise of any subscription rights which may be granted under any share option scheme or similar arrangement for the time adopted by the Company; or
 - (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company,

NOTICE OF ANNUAL GENERAL MEETING

shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution), and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; or
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

7. To consider and, if thought fit, pass (with or without amendments), the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, and the requirements of the Listing Rules or those of any other recognized stock exchange as amended from time to time;

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of Shares to be repurchased by the Company pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution), and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; or
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

8. To consider and, if thought fit, pass (with or without amendments), the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such power pursuant to the resolution set out in item 6 of the Notice be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the resolution set out in item 7 of the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board

Xinyuan Property Management Service (Cayman) Ltd.

ZHANG Yong

Chairman and Non-executive Director

Hong Kong, 13 September 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.xypm.hk>) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 p.m. on Saturday, 16 October 2021) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the AGM, the Register of Members of the Company will be closed from Tuesday, 12 October 2021 to Monday, 18 October 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 11 October 2021.
6. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the AGM), the Register of Members of the Company will be closed from Friday, 22 October 2021 to Monday, 25 October 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 21 October 2021.
7. With regard to the ordinary resolution in item 3 of this notice, (i) Ms. YANG Yuyan and Mr. LUO Ji will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM and (ii) Mr. FU Shaojun will hold office only until the AGM and being eligible, will offer himself for re-election at AGM. Details of the above retiring Directors of the Company seeking re-election are set out in Appendix I to the circular dated 13 September 2021 (the "Circular").
8. An explanatory statement containing information regarding the ordinary resolution in item 7 of this notice is set out in Appendix II to the Circular.