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XINYUAN REAL ESTATE CO., LTD.
(incorporated in the Cayman Islands with limited liability)
(the "Company")

of its outstanding 14.2% Senior Notes due 2021 (the **"2021 Notes"**)
(ISIN: XS1943449022)

INVITATION BY THE COMPANY TO HOLDERS (THE "NOTEHOLDERS") OF THE 2021 NOTES TO EXCHANGE THEIR 2021 NOTES (THE "EXCHANGE OFFER AND RELEASE AND CONSENT SOLICITATION") BY THE COMPANY FOR THE EXCHANGE CONSIDERATION, AS FURTHER DETAILED IN, AND SUBJECT TO, THE CONDITIONS SET OUT IN AN EXCHANGE OFFER AND RELEASE AND CONSENT MEMORANDUM DATED SEPTEMBER 30, 2021

Reference is made to the announcement made by the Company on September 30, 2021, October 11, 2021, October 12, 2021 and October 14, 2021 (the **"Announcements"**). Capitalized terms used and not otherwise defined in this announcement have the meanings given to them in the Announcements and the Exchange Offer and Release and Consent Memorandum dated September 30, 2021 as amended and restated on October 7, 2021 (as it may be amended or supplemented from time to time, the **"Exchange Offer and Release and Consent Memorandum"**).

The Exchange Offer and Release and Consent Solicitation expired at 4:00 pm London time on October 14, 2021. The Company wishes to announce that in aggregate, US\$207,680,000 in principal amount of the 2021 Notes have been validly tendered in the Exchange Offer and Release and Consent Solicitation. Subject to the terms and conditions as set out in the Exchange Offer and Release and Consent Memorandum, the Company will accept such 2021 Notes for exchange. With respect to the 2021 Notes tendered for exchange, subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer and Release and Consent Solicitation, the Company expects to issue US\$205,401,000 of the New Notes pursuant to the Exchange Offer and Release and Consent Solicitation.

On the Settlement Date, the Company will deliver US\$205,401,000 in principal amount of New Notes and US\$19,101,080 in cash in full satisfaction of the Exchange Consideration to Eligible Holders whose 2021 Notes have been validly tendered and accepted for exchange.

Eligible Holders should note that the issuance of the New Notes under the Exchange Offer and Release and Consent Solicitation remains subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer.

Dated: October 15, 2021