

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer, management, as well as financial statements. No public offer of securities is to be made by the Company in the United States.

THIS ANNOUNCEMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO THE UNITED STATES OR TO U.S. PERSONS OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OR IN OR INTO ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.



Xinyuan Real Estate Co., Ltd.

(Incorporated in the Cayman Islands with limited liability)

**OFFER TO PURCHASE FOR CASH
OF ITS OUTSTANDING 8.125% SENIOR NOTES DUE 2019**

(ISIN: XS1431796215; Common Code: 143179621)

COMPLETION OF THE OFFER

Reference is made to the announcements of the Company dated April 3, 2019 and April 12, 2019 (the “**Announcements**”) in relation to the Offer. Capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcements.

The Offer was completed on April 15, 2019. The 2019 Notes repurchased pursuant to the Offer have been cancelled.

As of the date of this announcement, after cancellation of the repurchased 2019 Notes, the aggregate principal amount of the 2019 Notes which remains outstanding is US\$156,611,000.

This announcement, and all documents related to the Offer, can be found on the Offer Website:
<https://sites.dfkingltd.com/xinyuan/>.

By Order of the Board
Xinyuan Real Estate Co., Ltd.
Yong Zhang
Chairman

April 16, 2019

As of the date of this announcement, the Board comprises Mr. Yong Zhang and Mr. Lizhou Zhang, as executive Directors; Ms Yuyan Yang, Mr. Yong Cui, Mr. Wells Tian and Mr. Yumin Liang as non-executive Directors; and Thomas Gurnee, Mr. Yifan (Frank) Li, Mr. Hao Gao and Mr. Samuel Shen as independent non-executive Directors.