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Xinyuan Real Estate Co., Ltd.

(incorporated in the Cayman Islands with limited liability)

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

(ISIN: XS1431796215; Common Code: 143179621)

EXPIRY OF THE OFFER

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

The Offer expired at 4:00 p.m. (London Time) on April 11, 2019. As of the Expiration Deadline, a total of US\$193,189,000 in principal amount of the 2019 Notes, representing approximately 69.84% of the total outstanding principal amount of the 2019 Notes, have been validly tendered and not withdrawn pursuant to the Offer to Purchase.

The Company has determined to accept for purchase a total of US\$119,989,000 in principal amount of the 2019 Notes. As such, the principal amount of the 2019 Notes accepted for purchase is subject to proration pursuant to the terms of the Offer to Purchase at a proration factor of 57.69996%. The Company has accepted such tender of the 2019 Notes in full if application of proration will otherwise result in either (i) the Company accepting the 2019 Notes from any Eligible Holder in a principal amount of less than US\$200,000 or (ii) the principal amount of the 2019 Notes not purchased due to pro rata application being less than US\$200,000. The Purchase Price for the 2019 Notes is US\$1,005 per US\$1,000 principal amount of the 2019 Notes accepted for purchase by the Company. Accordingly, the Company will pay (i) an aggregate Purchase Price of US\$120,588,945 for all such

2019 Notes accepted for purchase, and (ii) Accrued Interest thereon, in the amount of US\$10.607639 per US\$1,000 principal amount of the 2019 Notes accepted for purchase by the Company, pursuant to the terms of the Offer.

The Company will use reasonable best efforts to cause the cancellation of each Note purchased by the Company pursuant to the Offer after the completion of the Offer, following which US\$156,611,000 in aggregate principal amount of the 2019 Notes will remain outstanding subject to the terms of the indenture governing the 2019 Notes.

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

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

April 12, 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.