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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

The Company refers to the 2021 Notes, which are listed on the Singapore Exchange Securities Trading Limited.

Capitalized terms used and not otherwise defined in this announcement have the meanings given to them in the Exchange Offer and Release and Consent Memorandum dated September 30, 2021 (as it may be amended or supplemented from time to time, the “**Exchange Offer and Release and Consent Memorandum**”).

Summary of the Exchange Offer and Release and Consent Solicitation

Upon the terms and subject to the conditions set forth in the Exchange Offer and Release and Consent Memorandum, the Company is offering to exchange any and all of its outstanding Existing Notes for the Exchange Consideration.

Holders of the Existing Notes validly accepted and exchanged in the Exchange Offer and Release and Consent Solicitation will, from and including the Exchange Settlement Date, waive any and all rights with respect to the Existing Notes (other than the right to receive the Exchange Consideration) and will release and discharge the Company from any and all claims such Eligible Holder may have, now or in the future, arising out of or related to such Existing Notes, including any and all accrued and unpaid interest thereon.

Eligible Holders who validly tender Existing Notes in the Exchange Offer and Release and Consent Solicitation will, upon acceptance by us and receipt of the Exchange Consideration, will be deemed to: (i) irrevocably and unconditionally waive any and all actual or potential defaults or Events of Default (as defined in the Existing Notes Indenture) that have occurred or may be continuing as at the date of the Exchange Settlement Date under the Existing Notes Indenture, directly or indirectly, resulting from or in connection with any actual or potential non-compliance with the Existing Notes Indenture, whether or not specifically described in this Exchange Offer and Release and Consent Memorandum, including and not limited to, any Events of Default resulting from any breach by the Company and the Subsidiary Guarantors of their obligations to pay the principal amount and accrued and unpaid interest on the Existing Notes due on the maturity date under the Existing Notes Indenture as applicable to such Eligible Holder; (ii) irrevocably and unconditionally waive any and all rights with respect to such Existing Notes (other than the right to receive the Exchange Consideration); and (iii) irrevocably release and discharge us from any and all claims such Eligible Holder may have, now or in the future, arising out of or related to such Existing Notes.

The Waivers and Release together with the Exchange Offer constitute a single proposal and a consenting Eligible Holder must consent to the Exchange Offer and Waivers and Release as an entirety and may not agree to participate in the Exchange Offer but not consent to the Waivers and Release, or vice versa. The Consents of the Eligible Holders of at least a majority of the outstanding aggregate principal amount of the Existing Notes voting as a single class is required in order for the Waivers and Release to take effect. Upon giving Instruction with respect to any Existing Notes for exchange pursuant to the Exchange Offer, an Eligible Holder will be deemed to have delivered the consent to the Waivers and Release automatically and concurrently.

Exchange Consideration

For each US\$1,000 principal amount of outstanding Existing Notes that is validly tendered prior to the Exchange Expiration Deadline and accepted for exchange, an Eligible Holder of such Existing Notes will receive the exchange consideration of either of the following options, at the election of each Eligible Holder:

Option 1:

- (1) a cash payment of US\$60 (consisting of an upfront fee of US\$50 and an incentive fee of US\$10, together, the “**Option 1 Cash Payment**”), plus
- (2) US\$950 in principal amount of new US\$ denominated 14.2% Senior Notes due 2023 to be issued by the Offeror (the “**New Notes**”), plus
- (3) any accrued and unpaid interest on any Existing Notes validly tendered by Eligible Holders and accepted for exchange, up to but not including the Exchange Settlement Date (as defined below) (“**Accrued Interest**”), which under this Option 1 will be payable in cash, plus
- (4) cash in lieu of any fractional amount of New Notes (together with the Cash Payment under (1) above and the Accrued Interest under (3) above, the “**Option 1 Cash Consideration**”, and together with the New Notes under (2) above, the “**Option 1 Exchange Consideration**”).

Option 2:

- (1) a cash payment of US\$10 (as incentive fee, the “**Option 2 Cash Payment**”), plus
- (2) US\$1,000 in principal amount of New Notes, plus
- (3) any Accrued Interest, which under this Option 2 will be payable in kind in the form of corresponding principal amount of New Notes, plus

- (4) cash in lieu of any fractional amount of New Notes (together with the Option 2 Cash Payment under (1) above, the “**Option 2 Cash Consideration**”, and collectively with the New Notes under (2) above and the Accrued Interest under (3) above, the “**Option 2 Exchange Consideration**”, and collectively with the Option 1 Exchange Consideration, the “**Exchange Consideration**”).

Summary Timetable

Date	Event
September 30, 2021	Commencement of the Exchange Offer and Release and Consent Solicitation and announcement through the Clearing Systems and via the Exchange Offer and Release and Consent Solicitation Website. The Exchange Offer and Release and Consent Memorandum to be delivered to Eligible Holders who are non-U.S. persons outside the United States.
October 12, 2021 at 4:00 pm London time...	Exchange Expiration Deadline. This being the last date and time at which Eligible Holders of Existing Notes who validly submit Instructions are eligible to receive the Exchange Consideration.
October 13, 2021.....	Announcement of the results of the Exchange Offer and Release and Consent Solicitation.
October 15, 2021.....	Settlement of the New Notes, delivery of the New Notes to Eligible Holders whose Existing Notes have been validly tendered and accepted for exchange. Delivery of the Cash Consideration to Eligible Holders whose Existing Notes have been validly tendered and accepted for exchange, subject to a 7-day grace period.

All references in this announcement to times are to London time, unless we state otherwise.

The Company reserves the right to extend the Exchange Expiration Deadline in its sole discretion. In such a case, the date on which the notice of the results of the Exchange Offer and Release and Consent Solicitation will be delivered and the Exchange Settlement Date will be adjusted accordingly. Eligible Holders should inform themselves of any earlier deadlines that may be imposed by the Clearing Systems and/or any intermediaries, which may affect the timing of the submission of a notice of exchange.

Further Details

For a detailed statement of the terms and conditions of the Exchange Offer and Release and Consent Solicitation, Eligible Holders should refer to the Exchange Offer and Release and Consent Memorandum.

The Company has retained D.F. King as the Information and Exchange Agent for the Exchange Offer and Release and Consent Solicitation. To contact D.F. King in London, +44 20 7920 9700 and in Hong Kong, +852 3953 7208 or via email at xinyuan@dfkingltd.com.

The Exchange Offer and Release and Consent Memorandum will be distributed in electronic format to Eligible Holders via the Exchange Website: <https://sites.dfkingltd.com/xinyuan>. Any requests for additional copies of the Exchange Offer and Release and Consent Memorandum should be directed to D.F. King at the above contact points.

General

Noteholders wishing to participate in the Exchange Offer and Release and Consent Solicitation should refer to the Exchange Offer and Release and Consent Memorandum for the procedures to be followed with respect to the Exchange Offer and Release and Consent Solicitation. Questions on how to participate in the Exchange Offer and Release and Consent Solicitation should be directed to the Information and Exchange Agent.

Dated: September 30, 2021

Requests for information in relation to the Exchange Offer and Release and Consent Solicitation should be directed to:

Xinyuan Real Estate Co., Ltd.
27/F, China Central Place, Tower II
79 Jianguo Road, Chaoyang District
Beijing 100025, PRC

COMPANY ADVISER
Alvarez & Marsal Corporate Finance Limited
Room 405-7, 4/F, St. George's Building
2 Ice House Street, Central, Hong Kong
Fax: +852 2598 0060
Phone: +852 3102 2600 / +852 3102 2617
Email: Xinyuan@alvarezandmarsal.com

Requests for information in relation to the procedures for delivering Instructions should be directed to:

INFORMATION AND EXCHANGE AGENT
D.F. King Ltd.

<i>In London</i>	<i>In Hong Kong</i>
65 Gresham Street	Suite 1601, 16th Floor, Central Tower
London EC2V 7NQ	28 Queen's Road Central
United Kingdom	Hong Kong
Tel: + 44 20 7920 9700	Tel: +852 3953 7208
Email: xinyuan@dfkingltd.com	
Offer Website: https://sites.dfkingltd.com/xinyuan	

This announcement is for informational purposes and must be read in conjunction with the Exchange Offer and Release and Consent Memorandum. The Exchange Offer and Release and Consent Memorandum contains important information which should be read carefully before any decision is made with respect to the Exchange Offer and Release and Consent Solicitation. If any Noteholder is in doubt as to the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose 2021 Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Exchange Offer and Release and Consent Solicitation. None of the Company, the Dealer Managers, the Information and Tender Agent or the Trustee of the 2021 Notes makes any recommendation as to whether or not or how Noteholders should participate in the Exchange Offer and Release and Consent Solicitation.

The securities referred to herein have not and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States or any other jurisdiction. The securities referred to herein may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. No public offering of the securities referred to herein is being made in the United States or in any other jurisdiction.

The Exchange Offer and Release and Consent Memorandum does not constitute an invitation to participate in the Exchange Offer and Release and Consent Solicitation in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of the Exchange Offer and Release and Consent Memorandum in certain jurisdictions may be restricted by law. Noteholders and any other person into whose possession the Exchange Offer and Release and Consent Memorandum comes are required by the Company to inform themselves about, and to observe, any such restrictions.