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

of its outstanding 14.5% Senior Notes due 2023 (the “**September 2023 Notes**”) (ISIN: **XS2176792658**)

14.0% Senior Notes due 2024 (the “**January 2024 Notes**”) (ISIN: **XS2290806954**) and 14.2% Senior Notes due 2023 (ISIN: **XS2394748706**) (the “**October 2023 Notes**” and, together with the September 2023 Notes and the January 2024 Notes, the “**Existing Notes**”)

Reference is made to the exchange offer memorandum of the Company dated June 12, 2023 (as it may be amended or supplemented from time to time, the “**Exchange Offer Memorandum**”), the announcement of the Company dated June 12, 2023 in relation to the commencement of its offer to exchange (the “**Exchange Offer**”) the Existing Notes and the announcement dated June 21, 2023 in relation to the extension of the Early Bird Consent Fee Deadline, the General Consent Fee Deadline and the Exchange Expiration Deadline (each as defined in the Exchange Offer memorandum). Capitalized terms used and not otherwise defined in this announcement have the meanings given to them in the Exchange Offer Memorandum.

The Exchange Offer expired at 5:00 p.m., Hong Kong time, on June 28, 2023 (the “**Exchange Expiration Deadline**”). The Company hereby informs the Eligible Holders that, as of the Exchange Expiration Deadline, US\$307,363,580, or 46.6% of the total aggregate outstanding principal amount of the Existing Notes have been validly tendered for exchange for the Exchange Consideration. The Company has decided to waive the Minimum Acceptance Amount as a condition precedent to the Exchange Offer and to accept all validly tendered Existing Notes in exchange for the Exchange Consideration pursuant to the Exchange Offer Memorandum.

With respect to the Existing Notes tendered for exchange, subject to the satisfaction or waiver of the conditions to the Exchange Offer, on the settlement date of the Exchange Offer, the Company will (i) issue US\$331,303,941 in principal amount of the New Notes and (ii) make a payment of Consent Fees in cash in the amount of US\$ 1,536,817.90 in full satisfaction of the Exchange Consideration to the Eligible Holders whose Existing Notes have been validly tendered and accepted for exchange pursuant to the Exchange Offer Memorandum.

The Eligible Holders should note that the Company's obligation to consummate the Exchange Offer, and the effectiveness of Exchange Offer is subject to, among other conditions precedent, the obtaining of all requisite regulatory approvals, including a certificate from the National Development and Reform Commission (the "NDRC" and such certificate, the "NDRC Certificate") for the registration of the issuance of the New Notes. As of the date of this announcement, the Company is still waiting for the approval from the NDRC for its registration of the issuance of the New Notes. Therefore, the settlement date of the Exchange Offer and the issuance date of the New Notes will be postponed. The Company will use its best endeavours to obtain the NDRC Certificate as soon as practicable, and will announce the settlement date of the Exchange Offer and the issuance date of the New Notes as soon as it obtains the NDRC Certificate.

Dated: June 29, 2023