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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**”)

**INVITATION BY THE COMPANY TO HOLDERS (THE “NOTEHOLDERS”) OF THE EXISTING NOTES TO EXCHANGE THEIR EXISTING NOTES (THE “EXCHANGE OFFER”) BY THE COMPANY FOR THE EXCHANGE CONSIDERATION, AS FURTHER DETAILED IN, AND SUBJECT TO, THE CONDITIONS SET OUT IN AN EXCHANGE OFFER MEMORANDUM DATED JUNE 12, 2023**

The Company refers to the Existing Notes, among which the September 2023 Notes and the January 2024 Notes 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 Memorandum dated June 12, 2023 (as it may be amended or supplemented from time to time, the “**Exchange Offer Memorandum**”).

**Summary of the Exchange Offer**

Upon the terms and subject to the conditions set forth in the Exchange Offer Memorandum, the Company is offering to exchange any and all of its outstanding Existing Notes for the Exchange Consideration. We have engaged Alvarez and Marsal Corporate Finance Limited as our restructuring adviser.

Eligible Holders who validly tender their Existing Notes in the Exchange Offer will, upon acceptance by us and receipt of the Exchange Consideration, be deemed to, from and including the Original Issue Date, waive any and all rights with respect to such Existing Notes (other than the right to receive the corresponding Exchange Consideration), and will release and discharge the Company and the Subsidiary Guarantors from any and all claims such Eligible Holder may have arising out of or related to such Existing Notes, including any and all accrued and unpaid interest from, and including, 30

September 2022 (the “**Restructuring Effective Date**”, or the “**RED**”) and up to, and excluding, the Exchange Settlement Date.

### 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:

- (1) US\$1,000 in principal amount of new US\$ denominated 3.0% Senior Notes due 2027 to be issued by the Offeror, with the interest accrual on such notes to commence retroactively on the RED (the “**New Notes**”) (such principal amount, for avoidance of doubt, includes the amount of New Notes to be issued in lieu of all accrued but unpaid interest under the relevant Series up to, and excluding, the RED that is capitalized and added to the outstanding principal amount of such Series), plus
- (2) (a) a cash payment of US\$5.00, or the Early Bird Consent Fee, when the Existing Notes are tendered and instructed to be exchanged into the New Notes on or prior to 5.00 p.m. Hong Kong time on June 20, 2023 or such later date as the Issuer may elect in its sole discretion (the “**Early Bird Consent Fee Deadline**”), or  
 (b) a cash payment of US\$3.00, or the General Consent Fee, when the Existing Notes are tendered and instructed to be exchanged into the New Notes after the Early Bird Consent Fee Deadline but on or prior to 5.00 p.m. Hong Kong time on June 23, 2023, or such later date as the Issuer may elect in its sole discretion (the “**General Consent Fee Deadline**”).

### Summary Timetable

Date	Event
<b>June 12, 2023</b> .....	Commencement of the Exchange Offer and announcement through the Clearing Systems and via the Exchange Website.  The Exchange Offer Memorandum to be delivered to Eligible Holders who are non-U.S. persons outside the United States.
<b>June 20, 2023 at 5:00 pm Hong Kong time</b> .	Early Bird Consent Fee Deadline. This being the last date and time on which Eligible Holders of the Existing Notes who validly submit Instructions are eligible to receive the Early Bird Consent Fee.
<b>June 23, 2023 at 5:00 pm Hong Kong time</b> ..	General Consent Fee Deadline, or the Exchange Expiration Deadline. This being the last date and time at which Eligible Holders of Existing Notes who validly submit Instructions are eligible to participate in the Exchange Offer and receive the Exchange Consideration.
<b>June 26, 2023</b> .....	Announcement of the results of the Exchange Offer.
<b>On or about June 28, 2023</b> .....	Exchange Settlement Date, or the Original Issue Date. This being the issuance date of the New Notes, and the date when the delivery of the New Notes and the

Consent Fees will be made to Eligible Holders whose Existing Notes have been validly tendered and accepted for exchange.

All references in this announcement to times are to Hong Kong 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 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, Eligible Holders should refer to the Exchange Offer Memorandum.

The Company has retained D.F. King as the Information and Exchange Agent for the Exchange Offer. 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](mailto:xinyuan@dfkingltd.com).

The Exchange Offer Memorandum will be distributed in electronic format to Eligible Holders via the Exchange Website: <https://sites.dfkingltd.com/xinyuan>.

### **General**

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

**Dated: June 12, 2023**

**Requests for information in relation to the Exchange Offer 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.**

*In London*  
65 Gresham Street  
London EC2V 7NQ  
United Kingdom  
Tel: + 44 20 7920 9700

*In Hong Kong*  
Suite 1601, 16th Floor, Central Tower  
28 Queen's Road Central  
Hong Kong  
Tel: +852 3953 7208

Email: xinyuan@dfkingltd.com  
Exchange Website: <https://sites.dfkingltd.com/xinyuan>

**This announcement is for informational purposes and must be read in conjunction with the Exchange Offer Memorandum. The Exchange Offer Memorandum contains important information which should be read carefully before any decision is made with respect to the Exchange Offer. 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 Existing 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. None of the Company, the Dealer Managers, the Information and Exchange Agent or the Trustee of the Existing Notes makes any recommendation as to whether or not or how Noteholders should participate in the Exchange Offer.**

**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 Memorandum does not constitute an invitation to participate in the Exchange Offer 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 Memorandum in certain jurisdictions may be restricted by law. Noteholders and any other person into whose possession the Exchange Offer Memorandum**

**comes are required by the Company to inform themselves about, and to observe, any such restrictions.**