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Xinyuan Property Management Service (Cayman) Ltd.

鑫苑物業服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1895)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Xinyuan Property Management Service (Cayman) Ltd. (the “**Company**”) will be held at Small Meeting Room, 2/F., International Living Clubhouse, 18 Xinyuan Road, Jinshui District, Zhengzhou, Henan Province, the PRC on Thursday, 12 February 2026 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the offsetting debt agreement (the “**Offsetting Debt Agreement 1**”) dated 25 November 2025 by and among 鑫苑科技服務集團有限公司 (Xinyuan Technology Service Group Co., Ltd.*) (“**Xinyuan Science and Technology**”), 河南鑫苑置業有限公司 (Henan Xinyuan Real Estate Co., Ltd.*), 鑫苑(中國)置業有限公司 (Xinyuan (China) Real Estate Co., Ltd.*) (“**Xinyuan (China)**”) and 河南鑫苑順晟置業有限公司 (Henan Xinyuan Shunsheng Real Estate Development Co., Ltd*), in relation to, among other things, the transfer of the target properties pursuant to the Offsetting Debt Agreement 1, a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, the terms thereof and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Offsetting Debt Agreement 1.”

2. **“THAT:**

- (a) the offsetting debt agreement (the **“Offsetting Debt Agreement 2”**) dated 25 November 2025 between Xinyuan Science and Technology, 北京鑫苑弘晟商業管理有限公司 (Beijing Xinyuan Hongsheng Commercial Management Co., Ltd.*), Xinyuan (China) and 杭州慧苑投資管理合夥企業 (Hangzhou Huiyuan Investment Management Partnership Enterprise (Limited Partnership*)) in relation to, among other things, the transfer of the target properties pursuant to the Offsetting Debt Agreement 2, a copy of which is tabled at the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose, the terms thereof and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Offsetting Debt Agreement 2.”

3. **“THAT:**

- (a) the offsetting debt agreement (the **“Offsetting Debt Agreement 3”**) dated 25 November 2025 between Xinyuan Science and Technology and 鄭州航美正興科技園有限公司 (Zhengzhou Hangmei Zhengxing Science Park Company Limited*) in relation to, among other things, the transfer of the target properties pursuant to the Offsetting Debt Agreement 3, a copy of which is tabled at the meeting and marked “C” and initialed by the chairman of the meeting for identification purpose, the terms thereof and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Offsetting Debt Agreement 3.”

4. “**THAT:**

- (a) the lease agreement (the “**Lease Agreement**”) dated 25 November 2025 between Xinyuan Science and Technology and 天津鑫苑置業有限公司 (Tianjin Xinyuan Real Estate Co., Ltd.*) in relation to, among other things, the lease of the properties pursuant to the Lease Agreement, a copy of which is tabled at the meeting and marked “D” and initialed by the chairman of the meeting for identification purpose, the terms thereof and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Lease Agreement.”

By Order of the Board
Xinyuan Property Management Service (Cayman) Ltd.
SHEN Yuan-Ching
Chairman, Executive Director and Chief Executive Officer

Hong Kong, 26 January 2026

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P.O. Box 309, Ugland House
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Notes:

1. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.xypm.hk>) in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m. on Tuesday, 10 February 2026) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The record date for determining the entitlement of the shareholders to attend and vote at the EGM will be on Monday, 9 February 2026. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 9 February 2026.

As at the date of this notice, the Board comprises Mr. SHEN Yuan-Ching, Mr. FENG Bo and Mr. WANG Yong as executive directors; Mr. TIAN Wenzhi as non-executive director; and Mr. LI Yifan, Mr. LAN Ye, Mr. LING Chenkai and Ms. ZHAO Xia as independent non-executive directors.

** for identification purpose only*