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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 ANNUAL GENERAL MEETING**

### **PRECAUTIONARY MEASURES FOR THE AGM**

Please refer to page 1 of this circular for the measures to be implemented at the AGM by the Company against the pandemic to protect the attendees from the risk of infection of the Novel Coronavirus (“**COVID-19**”), including:

- **compulsory body temperature check**
- **compulsory wearing of surgical face mask**
- **no distribution of corporate gifts and no serving of refreshments**

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company wishes to advise Shareholders that you may appoint the Chairman of the AGM as your proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

**NOTICE IS HEREBY GIVEN THAT** the AGM 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 Friday, 27 May 2022 at 3:00 p.m. to transact the following business:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the independent auditor of the Company for the year ended 31 December 2021.
2. To declare and pay to the shareholders of the Company a final dividend of HK13.8 cents per ordinary share of the Company for the year ended 31 December 2021.
3. (a) To re-elect Ms. WANG Yanbo as an executive Director.

- (b) To re-elect Mr. ZHANG Yong as a non-executive Director.
  - (c) To re-elect Mr. LI Yifan as an independent non-executive Director.
  - (d) To re-elect Mr. SHEN Yuan-Ching as an independent non-executive Director.
4. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
  5. To re-appoint Moore Stephens CPA Limited as the independent auditor of the Company and to authorize the Board to fix their remuneration.
  6. To consider and, if thought fit, pass (with or without amendments), the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below and compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares of HK\$0.00001 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of any subscription or conversion rights attaching to any warrants or any convertible securities issued by the Company;
  - (iii) any adjustment of rights to subscribe for shares under any options or any specific authority granted by the shareholders of the Company;
  - (iv) the exercise of any subscription rights which may be granted under any share option scheme or similar arrangement for the time adopted by the Company; or

- (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company,

shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution), and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; or
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

- 7. To consider and, if thought fit, pass (with or without amendments), the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, and the requirements of the Listing Rules or those of any other recognized stock exchange as amended from time to time;

(b) the total number of Shares to be repurchased by the Company pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution), and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; or

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

8. To consider and, if thought fit, pass (with or without amendments), the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such power pursuant to the resolution set out in item 6 of the Notice be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the resolution set out in item 7 of the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

9. To consider and, if thought fit, pass (with or without amendments), the following resolution as a special resolution:

“**THAT** the proposed amendments (the “**Proposed Amendments**”) to the Memorandum and Articles of the Company as set out in the circular of the Company dated 26 April 2022 (the “**Circular**”) and the amended and restated memorandum and articles of association of the Company in the form of the document marked “A” and produced to the Annual General Meeting (for the purpose of identification initialed by the chairman of the Annual General Meeting) which consolidates all the Proposed Amendments mentioned in the Circular, be and are hereby approved and adopted as

the amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of the Company with immediate effect after the close of the Annual General Meeting, and any one director of the Company be and is hereby authorized to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/or regulatory authorities arising from the Proposed Amendments and do all such acts and execute all such documents as may be necessary or expedient to give full effect to the Proposed Amendments.”

By Order of the Board  
**Xinyuan Property Management Service (Cayman) Ltd.**  
**ZHANG Yong**  
*Chairman and Non-executive Director*

Hong Kong, 26 April 2022

*Notes:*

1. All resolutions at the AGM 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 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 AGM 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the AGM (i.e. not later than 3:00 p.m. on Wednesday, 25 May 2022) 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 AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the AGM, the Register of Members of the Company will be closed from Tuesday, 24 May 2022 to Friday, 27 May 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 23 May 2022.

6. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the AGM), the Register of Members of the Company will be closed from Thursday, 2 June 2022 to Monday, 6 June 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 1 June 2022.
7. With regard to the ordinary resolution in item 3 of this notice, (i) Ms. WANG Yanbo, Mr. ZHANG Yong and Mr. LI Yifan will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM and (ii) Mr. SHEN Yuan-Ching will hold office only until the AGM and being eligible, will offer himself for re-election at AGM. Details of the above retiring Directors of the Company seeking re-election are set out in Appendix I to the circular dated 26 April 2022 (the "Circular").
8. An explanatory statement containing information regarding the ordinary resolution in item 7 of this notice is set out in Appendix II to the Circular.
9. The Proposed Amendments brought about by the adoption of the amended and restated Memorandum and Articles of Association of the Company are set out in Appendix III to the Circular.

*As at the date of this notice, the Board comprises Ms. WANG Yanbo as executive Director; Mr. ZHANG Yong and Ms. YANG Yuyan as non-executive Directors; Mr. LUO Ji, Mr. LI Yifan and Mr. SHEN Yuan-Ching as independent non-executive Directors.*