
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Xinyuan Property Management Service (Cayman) Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of Xinyuan Property Management Service (Cayman) Ltd. to be held at Company Meeting Room, Hengtong Business Park, Beijing on Wednesday, 8 May 2024 at 2:00 p.m. is set out on pages 20 to 24 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.xypm.hk>). Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 2:00 p.m. on Monday, 6 May 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Company Meeting Room, Hengtong Business Park, Beijing on Wednesday, 8 May 2024 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of AGM which is set out on pages 20 to 24 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company (as amended from time to time)
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“Company”	Xinyuan Property Management Service (Cayman) Ltd., a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issuance Mandate”	a general unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of AGM as set out on pages 20 to 24 of this circular
“Latest Practicable Date”	8 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	11 October 2019, on which the Shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of AGM as set out on pages 20 to 24 of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.00001 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. SHEN Yuan-Ching

(Chairman and Chief Executive Officer)

Mr. FENG Bo

Mr. WANG Yong

(Chief Financial Officer)

Non-executive Director:

Mr. TIAN Wenzhi

Independent Non-executive Directors:

Mr. LAN Ye

Mr. LI Yifan

Mr. LING Chenkai

Ms. ZHAO Xia

Registered Office:

P.O. Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Corporate Headquarter:

3/F., International Living Clubhouse

18 Xinyuan Road

Jinshui District

Zhengzhou

Henan Province

PRC

Principal Place of Business

in Hong Kong:

Unit B, 17/F., United Centre

95 Queensway, Admiralty

Hong Kong

16 April 2024

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on Wednesday, 8 May 2024.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 16.19 of the Articles of Association, Mr. LI Yifan (“**Mr. Li**”) will retire by rotation and being eligible, will offer himself for re-election at the AGM.

In accordance with article 16.2 of the Articles of Association, Mr. FENG Bo (“**Mr. Feng**”), Mr. WANG Yong (“**Mr. Wang**”), Mr. TIAN Wenzhi (“**Mr. Tian**”), Mr. LAN Ye (“**Mr. Lan**”), Mr. LING Chenkai (“**Mr. Ling**”) and Ms. ZHAO Xia (“**Ms. Zhao**”) will hold office only until the AGM and being eligible, will offer themselves for re-election at the AGM.

Recommendations to the Board for the proposed re-election of each of Mr. Li, Mr. Feng, Mr. Wang, Mr. Tian, Mr. Lan, Mr. Ling and Ms. Zhao were made by the Nomination Committee, after having considered the structure, size and composition of the Board and performance of the Board (including the independent non-executive Directors) with reference to the policy for nomination of Directors and the board diversity policy.

Mr. Lan and Mr. Ling, being the members of the Nomination Committee, have abstained from voting on their own nomination when it was considered.

In assessing the suitability of the candidates for independent non-executive Director, the Nomination Committee shall consider the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence, age, culture, ethnicity and gender diversity. The factors considered by the Nomination Committee in identifying the suitability of a proposed candidate for independent non-executive Director include: (i) reputation for integrity; (ii) accomplishment, experience and reputation in the business and industry; (iii) commitment in respect of sufficient time, interest and attention to the businesses of the Group; (iv) compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules; and (v) any other relevant factors as may be determined by the Nomination Committee or the Board from time to time as appropriate. The Board shall take into consideration the benefits of a diversified Board when selecting Board candidates.

The Nomination Committee also took into account the diversity aspects in respect of the re-election of Mr. Li, Mr. Lan, Mr. Ling and Ms. Zhao, with due regard for the benefits of diversity on the Board. In particular, Mr. Li has in-depth knowledge in commercial and general management, professional accounting and auditing, international experience, investment strategies and connections in various industries, which enable him to provide valuable and independent guidance to the Group’s strategy and business. Mr. Lan and Mr. Ling have tremendous expertise in strategic management and digital transformation, which is of particular relevance to the supervision of the Group’s performance. Ms. Zhao has extensive experience in legal and regulatory matters and possesses strong legal expertise.

The Company has received from each of Mr. Li, Mr. Lan, Mr. Ling and Ms. Zhao an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Nomination Committee has assessed and is satisfied of their independence. Mr. Li, Mr. Lan, Mr. Ling and Ms. Zhao do not have any management role in the Group. Mr. Li is a director of Xinyuan Real

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Estate Co., Ltd., one of the controlling shareholders of the Company. Save as the above, each of Mr. Li, Mr. Lan, Mr. Ling and Ms. Zhao has no relationship with any Director, senior management, substantial or controlling shareholder of the Company.

The Nomination Committee is of the view that Mr. Li, Mr. Lan, Mr. Ling and Ms. Zhao have provided valuable contributions to the Company and have demonstrated their ability to provide independent, balanced and objective view to the Company's affairs supported by their own perspectives, skills and experience.

Mr. Li has served as a director on the board of six listed companies. He has maintained his professionalism in the directorships of listed companies he served and has continued to actively participate in the meetings of the Board and various committees held by the Company in the past. As such, his time committed for his director's duties is not affected. The Board (except Mr. Li) considers that Mr. Li has devoted sufficient time to perform his director's duties and his continued tenure with the Company will continue to bring wide range of valuable insights and expertise to the Board, and therefore recommends his re-election as an independent non-executive Director notwithstanding the fact that he has served as a director on the board of six listed companies.

Details of the retiring Directors proposed to be re-elected are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

The current general mandate granted to the Directors to issue Shares pursuant to the relevant resolution passed at the annual general meeting held on 27 May 2022 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of AGM as set out on pages 20 to 24 of this circular (i.e. a maximum of 113,500,000 Shares on the basis that no further Shares are issued or repurchased before the AGM). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

The current general mandate granted to the Directors to repurchase Shares pursuant to the relevant resolution passed at the annual general meeting held on 27 May 2022 will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of

LETTER FROM THE BOARD

the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of AGM as set out on pages 20 to 24 this circular (i.e. a maximum of 56,750,000 Shares on the basis that no further Shares are issued or repurchased before the AGM).

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

The Issuance Mandate, the Repurchase Mandate and the extension of the Issuance Mandate, if granted at the AGM, shall continue in force until (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 Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the date on which the Issuance Mandate, the Repurchase Mandate or the extension of the Issuance Mandate (as the case may be) is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate at the AGM is set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of AGM is set out on pages 20 to 24 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must 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. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.xypm.hk>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 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 as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 2:00 p.m. on Monday, 6 May 2024 or the adjourned meeting (as the case may be)). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

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6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATION

The Directors consider that the resolutions proposed under the notice of AGM, including but not limited to the proposed re-election of retiring Directors, granting of the Issuance Mandate and the Repurchase Mandate and the extension of the Issuance Mandate as set out in the notice of AGM, are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

8. GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

9. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

MR. LI YIFAN, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LI Yifan (李軼梵) (“**Mr. Li**”), aged 56, was appointed as an independent non-executive Director on 16 September 2019. He is the chairman of the audit committee and a member of the remuneration committee of the Company.

Mr. Li is an independent non-executive Director of Frontage Holdings Corporation (stock code: 1521) and Everest Medicines Limited (stock code: 1952), which are listed on the Stock Exchange. Mr. Li is also an independent Director of Qudian Inc. (stock code: QD) and Sunlands Technology Group (stock code: STG), which are listed on The New York Stock Exchange, and an independent director of 36Kr Holdings Inc. (stock code: KRKR) (a company listed on NASDAQ). Mr. Li has been appointed as an independent Director of Xinyuan Real Estate Co., Ltd. (stock code: XIN) (a company listed on The New York Stock Exchange) since 23 February 2017. He has served as the chief financial officer of Human Horizons Group Inc. since April 2021. Mr. Li resigned as a Director of Heilongjiang Interchina Water Treatment Co., Ltd. (stock code: 600187) and Shanghai International Port (Group) Co. Ltd. (stock code: 600018) on 13 May 2021 and 15 September 2021 respectively, which are listed on The Shanghai Stock Exchange. He resigned as an independent Director of Zhejiang Tiantie Industry Co., Ltd. (stock code: 300587) (a company listed on The Shenzhen Stock Exchange) on 16 April 2021 and also resigned as an independent non-executive Director of Zhongan Online P & C Insurance Co., Ltd. (stock code: 6060) (a company listed on the Stock Exchange) on 20 July 2021. From October 2014 to April 2021, Mr. Li was a Director and vice president of Zhejiang Geely Holding Group Co., Ltd..

Mr. Li obtained a bachelor’s degree of economics in world economy from Fudan University in the PRC in July 1989, a master’s degree of science in management and administrative sciences from the University of Texas at Dallas in the United States in May 1994 and a master’s degree of business administration from the University of Chicago in the United States in June 2000.

Mr. Li has been registered with The State of Texas State Board of Public Accountancy as a certified public accountant in April 1995, admitted as a member by the American Institute of Certified Public Accountants and registered as a chartered global management accountant with the American Institute of Certified Public Accountants in September 1995 and January 2015 respectively.

Mr. Li entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date, unless either party gives three months prior written notice to the other to terminate the letter of appointment before expiry of the existing term, and is subject to retirement by rotation in accordance with the Articles of Association. Under the letter of appointment entered into between Mr. Li and the Company, Mr. Li is entitled to receive an annual remuneration of HKD120,000.00.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; (iv) does not have any interests in any shares in the Company within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

Save as disclosed above, there is no other information relating to Mr. Li required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MR. FENG BO, EXECUTIVE DIRECTOR

Mr. FENG Bo (馮波) (“**Mr. Feng**”), aged 45, was appointed as an executive Director on 29 August 2022.

Mr. Feng has extensive experience in corporate governance, the real estate industry and technology industry. From July 2000 to December 2006, Mr. Feng served as assistant engineer of property management department of Wuhan Plaza Management Co., Ltd.. From December 2006 to August 2008, Mr. Feng successively served as the assistant to general manager and manager of the administrative personnel department of Henan Xinyuan Property Management Service Co., Ltd.. From August 2008 to October 2015, Mr. Feng successively served as the administrative manager of the human resources center, secretary to the chairman, manager of the office of secretaries and manager of the office of the board of directors of Xinyuan Real Estate Co., Ltd.. From October 2015 to November 2017, Mr. Feng served as vice president of human resources of Beijing I-Journey Science and Technology Development Co., Ltd.. From November 2017 to May 2022, Mr. Feng successively served as manager of the office of the board of directors, assistant to the chairman of Xinyuan Real Estate Co., Ltd. and vice president of Xinyuan Science and Technology Service Group Co., Ltd.. From May 2022 to present, Mr. Feng served as vice president of the Company.

Mr. Feng obtained a bachelor’s degree in mechanical engineering automation and a master’s degree in business administration both from Huazhong University of Science and Technology.

Mr. Feng has entered into a letter of appointment with the Company for an initial term of three years commencing from 29 August 2022, which can be terminated by either party giving to the other not less than three months’ prior notice in writing. Mr. Feng is entitled to an annual director’s fee of RMB2 million, which was determined by the Board on the recommendation of the Remuneration Committee with reference to his background, experience, qualifications, duties and responsibilities in the Company as an executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Feng (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; (iv) does not have any interests in any shares in the Company within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

Save as disclosed above, there is no other information relating to Mr. Feng required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MR. WANG YONG, EXECUTIVE DIRECTOR

Mr. WANG Yong (王勇) (“**Mr. Wang**”), aged 46, was appointed as an executive Director and the chief financial officer on 21 October 2022.

Mr. Wang has 19 years of experience in financial management, product R&D and management, investment and M&A, equity financing and listing of companies, and possesses expertise in delivering ecological and platform value to the capital market.

Mr. Wang holds a master’s degree in business administration from the Kellogg School of Management at Northwestern University and a master’s degree from the School of Information and Communication Engineering at Beijing University of Posts and Telecommunications.

From October 2021 to October 2022, Mr. Wang served as chief financial officer of Neolink Tech Group Inc., a wholly owned subsidiary of VNET Group Inc. (a company listed on NASDAQ, stock ticker: VNET), and was responsible for all financial activities, financing and spin-off related work. From May to October 2021, Mr. Wang served as chief financial officer of Gome Online* (國美在線), an online e-commerce platform operated by GOME Retail Holdings Limited (a company listed on the Stock Exchange, stock code: 0493), and was responsible for financial management, financing and listing related work. From 2019 to 2021, Mr. Wang served as chief financial officer of CDP Group, a human resource technology SaaS and services company, and was responsible for financial management, equity financing and U.S. stock listing related work. From September 2017 to February 2019, Mr. Wang served as vice president of strategy of Sunlands Technology Group (a company listed on The New York Stock Exchange, stock ticker: STG), an online post-secondary and professional education organisation, and was responsible for capital market and listing related work. From 2010 to 2017, Mr. Wang worked in the field of corporate finance and asset management at the Hong Kong offices of Morgan Stanley, Deutsche Bank and JPMorgan Chase. From 2003 to 2008, Mr. Wang served as R&D engineer and head of R&D of Intel China’s software research and development business unit* (英特爾中國軟體研發事業群).

Mr. Wang has entered into a service agreement with the Company for a term of three years commencing from 21 October 2022, which may be terminated by either party giving to the other not less than three months’ prior notice in writing. Pursuant to the service agreement, as executive Director and chief financial officer, Mr. Wang is entitled to an annual remuneration of RMB2.6 million and a discretionary bonus, which are determined by the Board from time to

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

time on the recommendation of the Remuneration Committee with reference to his performance, the results of the Company and its subsidiaries, his duties and responsibilities, market conditions, the remuneration policy of the Group and the Articles of Association.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; (iv) does not have any interests in any shares in the Company within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

Save as disclosed above, there is no other information relating to Mr. Wang required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MR. TIAN WENZHI, NON-EXECUTIVE DIRECTOR

Mr. TIAN Wenzhi (田文智) (“**Mr. Tian**”), aged 53, was appointed as a non-executive Director on 21 October 2022.

Mr. Tian has over 20 years of executive experience in large enterprises. Mr. Tian has worked in several multinational management consulting firms where he was engaged in corporate strategy and organisational talent consulting and has over 14 years of management consulting experience. Mr. Tian also has extensive experience in governance of listed companies having held the position of external Director of several listed companies where he served as a member of their remuneration and performance committee and nomination committee.

Mr. Tian obtained a bachelor’s degree in management from the Department of Accounting, Qingdao University in 1995, and obtained a master’s degree in business administration in engineering management from the Tsinghua University School of Economics and Management, and a finance executive master’s degree in business administration from PBCSF Tsinghua University in 1998 and 2020, respectively. Mr. Tian is a fellow member of the Association of Chartered Certified Accountants and has been certified as a Project Management Professional by the Project Management Institute.

Since June 2016, Mr. Tian has served as the former presidents of external holding companies, executive Director (also as a member of the remuneration and performance committee and the nomination committee), external Director (also as a member of the remuneration and performance committee) of Xinyuan Real Estate Co., Ltd., (a company listed on The New York Stock Exchange, stock ticker: XIN) and Xinyuan (China) Real Estate, Ltd.. Mr. Tian is currently the specialist consultant of the board of Xinyuan Group. Mr. Tian served as a senior global partner of Korn Ferry (US) and the person in charge of the China corporate strategy and leadership consulting business from February 2014 to May 2016. From March 2008 to February 2014, Mr. Tian served as the vice-president of Aon Consulting in China and the

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

general manager of the northern China region. From August 2006 to March 2008, Mr. Tian served as the senior Director of organisational talent reform and consulting at Accenture (a company listed on The New York Stock Exchange, stock ticker: ACN). From March 2003 to August 2006, Mr. Tian served as the Director of business development and head consultant of Hewitt Consulting (now Aon Hewitt Consulting, a company listed on The New York Stock Exchange, stock ticker: HEW) in northern China. From December 1997 to March 2003, Mr. Tian served as the project manager/product Director of Bell Labs, Lucent Technologies, Inc..

Mr. Tian has entered into a letter of appointment with the Company for an initial term of three years commencing from 21 October 2022, which can be terminated by either party giving to the other not less than three months' prior notice in writing. Mr. Tian is entitled to an annual director's fee of HK\$120,000, which was determined by the Board on the recommendation of the Remuneration Committee with reference to his background, experience, qualifications, duties and responsibilities in the Company as a non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tian (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; (iv) does not have any interests in any shares in the Company within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

Save as disclosed above, there is no other information relating to Mr. Tian required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MR. LAN YE, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LAN Ye (藍燁) (“**Mr. Lan**”), aged 54, was appointed as an independent non-executive Director on 21 October 2022. He is a member of the Audit Committee and the Nomination Committee.

Mr. Lan has 29 years of management experience in large enterprises and holds an executive master's degree in business administration from Tsinghua University. Since June 2019, Mr. Lan has been serving as senior vice president and data intelligence business group president of Lenovo Group Limited (“**Lenovo Group**”, a company listed on the Stock Exchange, stock code: 992), leading and managing the data intelligence business, which is a focus business based on industrial digital transformation in China and supports the intelligent strategic direction of the Lenovo Group, including an enterprise-level self-developed software platform which serves the IIoT and personalised services to meet the demands of industrial integrated application and development.

From November 2011 to June 2019, Mr. Lan served as executive vice president of JD.com, Inc. (“**JD.com**”, a company listed on the Stock Exchange, stock code: 9618; and listed on

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

NASDAQ, stock ticker: JD), and also held positions in the JD.com group as chief marketing officer and chief public affairs officer, responsible for all purchase and sales operations as well as operation and management of the marketing system of the group. From 2009 to 2011, Mr. Lan served as president and chief executive of Prime Square Technologies Limited* (方正科技有限公司), and was responsible for all operations and management of the company. From 1993 to 2008, Mr. Lan served as vice president of Lenovo Group, and was responsible for all sales operations in the China region.

Mr. Lan has entered into a letter of appointment with the Company for an initial term of three years commencing from 21 October 2022, which can be terminated by either party giving to the other not less than three months' prior notice in writing. Mr. Lan is entitled to an annual director's fee of HK\$120,000, which was determined by the Board on the recommendation of the Remuneration Committee with reference to his background, experience, qualifications, duties and responsibilities in the Company as an independent non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lan (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; (iv) does not have any interests in any shares in the Company within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

Save as disclosed above, there is no other information relating to Mr. Lan required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MR. LING CHENKAI, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LING Chenkai (凌晨凱) (“**Mr. Ling**”), aged 47, was appointed as an independent non-executive Director on 21 October 2022. He is the chairman of the Remuneration Committee, and a member of the Nomination Committee.

Mr. Ling has over 20 years of extensive working experience. He obtained a bachelor's degree in systems engineering from the University of Shanghai for Science and Technology in June 1998 and obtained a master's degree in information management and systems from Tongji University in June 2000. Mr. Ling also obtained a master's degree in business management from the Tuck School of Business at Dartmouth College in June 2008 and was a Tuck School of Business scholarship recipient.

Since 2021, Mr. Ling has been serving as managing Director of PAG Asia Capital (HK) Limited* (太盟亞洲資本). Previously, Mr. Ling held several positions at JD.com, Inc. (a company listed on the Stock Exchange, stock code: 9618; and listed on NASDAQ, stock ticker: JD), serving as corporate vice president from 2016 to 2021; as head of strategy and investment of retail subsidiaries as well as special assistant to chief executive of retail subsidiaries/head of

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general management department (including public affairs) from 2019 to 2021; as general manager of retail solutions in 2019; as head of corporate strategy and investment from 2016 to 2019; and head of international business from 2018 to 2019.

Mr. Ling served as a Director of Beijing Bitauto Internet Information Co., Ltd. (a company listed on The New York Stock Exchange, stock ticker: BITA) from 2020 to 2021. Mr. Ling served as a non-executive Director of Yixin Group Limited (a company listed on the Stock Exchange, stock code: 2858) from 2017 to 2021. Mr. Ling held several positions at Bain & Company, Inc. from 2008 to 2016, with his last position as an associate principal of the firm. His fields of expertise includes strategy, operational improvement, digital transformation and private equity post-investment management. Mr. Ling was co-founder of Shanghai Linbo Information Technology Limited* (上海鄰波信息技術有限公司) and served as general manager from 2002 to 2006, mainly responsible for designing the business model and formulating development strategy. Mr. Ling was an engineer with Microsoft Corporation from 2000 to 2002, responsible for providing technical support to Microsoft's North American desktop users as well as providing technical consulting to Microsoft Asian server users.

Mr. Ling has entered into a letter of appointment with the Company for an initial term of three years commencing from 21 October 2022, which can be terminated by either party giving to the other not less than three months' prior notice in writing. Mr. Ling is entitled to an annual director's fee of HK\$120,000, which was determined by the Board on the recommendation of the Remuneration Committee with reference to his background, experience, qualifications, duties and responsibilities in the Company as an independent non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ling (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; (iv) does not have any interests in any shares in the Company within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

Save as disclosed above, there is no other information relating to Mr. Ling required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

MS. ZHAO XIA, INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Zhao Xia (趙霞) (“**Ms. Zhao**”), aged 43, was appointed as an independent non-executive Director and a member of the Audit Committee of the Company on 8 April 2024.

Ms. Zhao holds (i) a bachelor's degree in law from the Northwest University of Political Science and Law; (ii) a master's degree in law (civil and commercial law) from the Wuhan University; (iii) a degree of master of common law from The University of Hong Kong; and (iv) a juris doctor degree from the Renmin University of China. Ms. Zhao was a postdoctoral

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researcher and assistant researcher at the China Institute of Applied Law of the Supreme Court of the People's Republic of China (the "PRC") from September 2016 to March 2020 and fourth-level senior judge of the Shenzhen Intermediate People's Court from July 2002 to June 2019. She has also been an associate professor and master's students' tutor at the Chinese University of Political Science and Law since March 2020.

Ms. Zhao has entered into a letter of appointment with the Company for an initial term of three years commencing from 8 April 2024, which may be terminated by either party giving to the other not less than three months' prior notice in writing. In accordance with the Articles of the Company, Ms. Zhao will hold office until the next following general meeting of the Company after her appointment and shall be subject to re-election at such general meeting and thereafter, subject to retirement by rotation at least once every three years in accordance with the Articles. Pursuant to the letter of appointment, Ms. Zhao is entitled to an annual remuneration of HK\$120,000, which was determined by the Board on the recommendation of the remuneration committee of the Company with reference to her background, experience, qualifications, duties and responsibilities in the Company as an independent non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhao (i) does not hold other positions with the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationships with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company; (iv) does not have any interests in any shares in the Company within the meaning of Part XV of the SFO; and (v) does not hold any other major appointment and professional qualification.

Save as disclosed above, there is no other information relating to Ms. Zhao required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

* *denotes the English translation of the Chinese name for identification purpose only.*

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 567,500,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of AGM in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Directors would be authorized under the Repurchase Mandate to repurchase a maximum of 56,750,000 Shares, representing 10% of the total number of Shares in issue as at the date of AGM, during the period up to (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 Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the date on which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF SHARE REPURCHASE

The company may only apply funds legally available for share repurchase pursuant to the Repurchase Mandate in accordance with the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the most recent published audited accounts contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to

such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous twelve months up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2023		
April	Trading suspended	
May	Trading suspended	
June	Trading suspended	
July	Trading suspended	
August	Trading suspended	
September	Trading suspended	
October	Trading suspended	
November	Trading suspended	
December	Trading suspended	
2024		
January	Trading suspended	
February	Trading suspended	
March	Trading suspended	
April (<i>up to the Latest Practicable Date</i>)	Trading suspended	

Note: Trading in the Shares on the Stock Exchange was suspended at 9:00 a.m. on 1 April 2021 and was resumed at 9:00 a.m. on 2 September 2022. Thereafter, trading in the Shares on the Stock Exchange has been suspended again since 9:00 a.m. on 16 November 2022 and remain suspended until further notice.

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the

Repurchase Mandate is approved by the Shareholders. The Company confirms that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, Xinyuan Real Estate, Ltd. and Xinyuan Real Estate Co., Ltd. (collectively the "**Controlling Shareholders**"), as at the Latest Practicable Date, each of the Controlling Shareholders were taken to have an interest under the SFO in the same block of 300,000,000 Shares, representing 52.86% of the total number of Shares in issue. In the event that the Directors exercise the proposed Repurchase Mandate in full, the shareholding of each of the Controlling Shareholders would be increased to approximately 58.74% of the total number of Shares in issue.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement and will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE IS HEREBY GIVEN THAT the AGM of Xinyuan Property Management Service (Cayman) Ltd. (the “**Company**”) will be held at Company Meeting Room, Hengtong Business Park, Beijing on Wednesday, 8 May 2024 at 2:00 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 2022.
2.
 - (a) To re-elect Mr. LI Yifan as an independent non-executive Director.
 - (b) To re-elect Mr. FENG Bo as an executive Director.
 - (c) To re-elect Mr. WANG Yong as an executive Director.
 - (d) To re-elect Mr. TIAN Wenzhi as a non-executive Director.
 - (e) To re-elect Mr. LAN Ye as an independent non-executive Director.
 - (f) To re-elect Mr. LING Chenkai as an independent non-executive Director.
 - (g) To re-elect Ms. ZHAO Xia as an independent non-executive Director.
3. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint Moore CPA Limited as the independent auditor of the Company and to authorize the Board to fix their remuneration.
5. 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

NOTICE OF ANNUAL GENERAL MEETING

(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 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

NOTICE OF ANNUAL GENERAL MEETING

(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).”

6. 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 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

NOTICE OF ANNUAL GENERAL MEETING

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

7. 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 5 and 6 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 5 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 6 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 this resolution).”

By Order of the Board

Xinyuan Property Management Service (Cayman) Ltd.

SHEN Yuan-Ching

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 16 April 2024

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the AGM (i.e. not later than 2:00 p.m. on Monday, 6 May 2024 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.

NOTICE OF ANNUAL GENERAL MEETING

5. For determining the entitlement to attend and vote at the AGM, the Register of Members of the Company will be closed from Friday, 3 May 2024 to Wednesday, 8 May 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 2 May 2024.
6. With regard to the ordinary resolution in item 2 of this notice, (i) Mr. LI Yifan will retire by rotation at the AGM and, being eligible, will offer himself for re-election at the AGM and (ii) Mr. FENG Bo, Mr. WANG Yong, Mr. TIAN Wenzhi, Mr. LAN Ye, Mr. LING Chenkai and Ms. ZHAO Xia will hold office only until the AGM and being eligible, will offer themselves 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 16 April 2024 (the "**Circular**").
7. An explanatory statement containing information regarding the ordinary resolution in item 6 of this notice is set out in Appendix II to the Circular.