

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

FOR THE MONTH OF FEBRUARY 2017
COMMISSION FILE NUMBER: 001-33863

XINYUAN REAL ESTATE CO., LTD.

27/F, China Central Place, Tower II
79 Jianguo Road, Chaoyang District
Beijing 100025
People's Republic of China
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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| Exhibit 99.2 | Xinyuan Real Estate Co., Ltd. Press Release dated February 14, 2017 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

XINYUAN REAL ESTATE CO., LTD.

By: /s/ Yuan (Helen) Zhang

Name: Yuan (Helen) Zhang

Title: Chief Financial Officer

Date: February 14, 2017

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| Exhibit 99.1 | Xinyuan Real Estate Co., Ltd. Press Release dated February 14, 2017 |
| Exhibit 99.2 | Xinyuan Real Estate Co., Ltd. Press Release dated February 14, 2017 |

Xinyuan Real Estate Co., Ltd. Announces Fourth Quarterly Dividend for 2016

BEIJING, China, February 14, 2017 – Xinyuan Real Estate Co., Ltd. (“Xinyuan” or “the Company”) (NYSE: XIN), an NYSE-listed real estate developer and property manager primarily in China and in other countries, today announced that its Board of Directors has declared a cash dividend for the fourth quarter of 2016 of US\$0.05 per common share, or US\$0.10 per American Depositary Share (ADS), which will be payable on March 14, 2017 to shareholders of record as of February 27, 2017.

About Xinyuan Real Estate Co., Ltd.

Xinyuan Real Estate Co., Ltd. (“Xinyuan”) is an NYSE-listed real estate developer and property manager primarily in China and in other countries. In China, the Company develops and manages large scale, high quality real estate projects in over ten tier one and tier two cities, including Beijing, Shanghai, Zhengzhou, Jinan, Xi’an, Suzhou, among others. Xinyuan was one of the first Chinese real estate developers to enter the U.S. market and over the past few years has been active in real estate development in New York. The Company aims to provide comfortable and convenient real estate related products and services to middle-class consumers. For more information, please visit <http://www.xyre.com>.

Safe Harbor Statement

Certain statements in this press release constitute "forward-looking statements". These statements are made under the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements includes statements about estimated financial performance, sales performance and activity, among others and can generally be identified by terminology such as "will," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates" and similar statements. Statements that are not historical statements are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties that could cause actual results to differ materially from those projected or anticipated, including, but not limited to, our ability to continue to implement our business model successfully; our ability to secure adequate financing for our project development; our ability to successfully sell or complete our property projects under construction and planning; our ability to enter into new geographic markets and expand our operations; the marketing and sales ability of our third-party sales agents; the performance of our third-party contractors; the impact of laws, regulations and policies relating to real estate developers and the real estate industry in the countries in which we operate; our ability to obtain permits and licenses to carry on our business in compliance with applicable laws and regulations; competition from other real estate developers; the growth of the real estate industry in the markets in which we operate; fluctuations in general economic and business conditions in the markets in which we operate; and other risks outlined in our public filings with the Securities and Exchange Commission, including our annual report on Form 20-F for the year ended December 31, 2015. Except as required by law, we undertake no obligation to update or review publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statement is made.

For more information, please contact:

In China:

Xinyuan Real Estate Co., Ltd.
Mr. Joe Xu
Investor Relations Deputy Director
Tel: +86 (10) 8588-9376
Email: irteam@xyre.com

ICR, LLC
William Zima
In U.S.: +1-646-308-1472
In China: +86 (10) 6583-7511
Email: William.zima@icrinc.com

Media:
Edmond Lococo
In China: +86 (10) 6583-7510
Email: Edmond.Lococo@icrinc.com

Xinyuan Real Estate Co., Ltd. Announces Fourth Quarter 2016 Financial Results

BEIJING, China, February 14, 2017 -Xinyuan Real Estate Co., Ltd. (“Xinyuan” or the “Company”) (NYSE: XIN), an NYSE-listed real estate developer and property manager primarily in China and in other countries, today announced its unaudited financial results for the fourth quarter ended December 31, 2016.

Fourth Quarter 2016 Highlights

- Total fourth quarter revenue increased 22.2% to US\$505.3 million from US\$413.6 million in the fourth quarter of 2015 and increased 13.7% from US\$444.3 million in the third quarter of 2016.
- Gross profit for the fourth quarter of 2016 increased to US\$126.4 million, or 25.0% of revenue compared to US\$81.4 million, or 19.7% of revenue, in the fourth quarter of 2015 and US\$105.0 million, or 23.6% of revenue in the third quarter of 2016.
- Selling, General and Administrative (“SG&A”) expenses as a percent of total revenue decreased to 10.3% from 13.3% in the fourth quarter of 2015 and decreased from 12.1% in the third quarter of 2016.
- Net income was US\$16.7 million, compared to US\$19.1 million in the fourth quarter of 2015 and US\$28.0 million in the third quarter of 2016.
- Diluted net earnings per American Depositary Share (“ADS”) attributable to shareholders were US\$0.18, compared to US\$0.26 in the fourth quarter of 2015 and US\$0.41 in the third quarter of 2016.

Full Year 2016 Highlights

- For the year ended December 31, 2016, total revenues increased 34.1% to US\$1,561.6 million from US\$1,164.3 million in 2015. GFA sales increased 14.2% to 1,126,100 square meters from 986,100 square meters in 2015. Contract sales increased 26.7% to US\$1,761.7 million from US\$1,390.5 million in 2015.
- Gross profit was US\$357.6 million, or 22.9% of revenue in 2016, compared to a gross profit of US\$273.0 million, or 23.4% of revenue in 2015. The Company commenced presales on four projects in 2016.
- SG&A expenses were US\$178.2 million or 11.4% of revenue in 2016, compared to US\$167.5 million, or 14.4% of revenue in 2015.
- Net income was US\$79.5 million in 2016 compared to US\$66.5 million in 2015. Diluted earnings per ADS were US\$1.06 in 2016 compared to US\$0.91 per ADS in 2015.

Mr. Yong Zhang, Xinyuan's Chairman, stated, "Our fourth quarter results were in-line with our forecast from last quarter. Despite the implementation of new government restriction policies impacting China's overall housing market, our revenue and gross profit still achieved strong levels of growth on an annual and quarterly basis. Our ability to make operational adjustments to our projects in wake of government restrictions contributed favorably to our financial results. We reduced operating expenses and experienced high-margin residential unit sales activity, which helped support average selling prices."

"We continued to make progress with our real estate development projects in both mainland China and overseas markets. Among our U.S. projects, our Oosten project in Williamsburg, Brooklyn is performing well with approximately 80% of the total units pre-sold as of December 31, 2016. As construction at Oosten nears successful completion, we are pleased to recognize a total of \$152 million in revenue from this project in 2016. Our two other NYC projects-one in Manhattan and the other in Queens, are progressing according to plan. In China, we continue to add to our land bank for future development with the recent acquisition in 2017 to secure land use rights for three land parcels in Zhengzhou, a market where Xinyuan has enjoyed great historical success."

"While we remain cautious about the policy and market changes, we continue to execute our selective land acquisition and project development strategy in 2017. Our financial position is solid and we have confidence in our flexible operational strategy and the development of our overseas projects. Finally, we remain committed to delivering value to our shareholders through the continuation of our quarterly cash dividend program and remain committed to our share repurchase program," concluded Mr. Zhang.

Fourth Quarter 2016 Financial Results

Revenue

In the fourth quarter of 2016, the Company's total revenue increased 22.2% to US\$505.3 million from US\$413.6 million in the fourth quarter of 2015 and increased 13.7% from US\$444.3 million in the third quarter of 2016. Revenue contributed by the Company's US-based Oosten project, which from an accounting standpoint is recognized upon delivery of the completed unit rather than POC method, contributed approximately \$117.5 million or 23.3% of total revenue in the fourth quarter and has been a valuable contributor to the Company's financial performance in 2016.

Contract Sales

Contract sales in China totaled US\$347.8 million in the fourth quarter of 2016 compared to US\$574.2 million in the fourth quarter of 2015 and US\$525.4 million in the third quarter of 2016. The Company's GFA sales in China decreased to 222,000 square meters in the fourth quarter of 2016 from 420,900 square meters in the fourth quarter of 2015 and decreased from 340,700 square meters in the third quarter of 2016. The average selling price ("ASP") per square meter sold in China was RMB10,401 (US\$1,566) in the fourth quarter of 2016 compared to RMB8,493 (US\$1,364) in the fourth quarter of 2015 and RMB10,140 (US\$1,542) in the third quarter of 2016. The ASP increase was due to the product mix of units sold and the Company's efforts to maintain pricing integrity. Sales in the U.S. totaled US\$117.5 million at the end of fourth quarter of 2016.

The Company commenced pre-sales of one new project in the fourth quarter of 2016, Henan Xin Central II, which contributed 4.1% of total GFA sales in China.

Breakdown of GFA Sales and ASPs by Project in China

| Project | Q4 2015 | | Q3 2016 | | Q4 2016 | | Unsold |
|------------------------------------|----------------------|--------------|----------------------|---------------|----------------------|---------------|----------------------|
| | GFA | ASP | GFA | ASP | GFA | ASP | GFA |
| | (m ² 000) | (RMB) | (m ² 000) | (RMB) | (m ² 000) | (RMB) | (m ² 000) |
| Zhengzhou Xin City | 0.8 | 12,908 | -0.7 | 14,767 | 0.1 | - | 5.5 |
| Zhengzhou Thriving Family | 0.1 | 6,054 | - | - | 0.1 | 36,188 | 16.0 |
| Xingyang Splendid I | 12.2 | 5,050 | 2.7 | 6,020 | 3.4 | 7,221 | 35.5 |
| Xingyang Splendid II | 4.4 | 4,983 | 16.2 | 4,979 | 21.4 | 6,213 | 82.8 |
| Kunshan Royal Palace | 34.5 | 9,465 | 8.4 | 21,099 | 2.0 | 23,137 | 16.4 |
| Suzhou Lake Royal Palace | 28.7 | 13,482 | 6.1 | 20,782 | 6.1 | 21,464 | 17.0 |
| Jinan Xinyuan Splendid | 1.8 | 8,122 | 0.1 | 9,401 | 0.1 | 10,878 | 9.1 |
| Jinan Royal Palace | 44.1 | 6,270 | 28.2 | 7,501 | 29.1 | 8,798 | 200.5 |
| Xuzhou Colorful City | 2.5 | 10,307 | 3.6 | 11,182 | 2.5 | 11,791 | 51.6 |
| Beijing Xindo Park | 31.6 | 12,674 | 1.4 | 34,193 | 1.8 | 29,098 | 10.7 |
| Chengdu Thriving Family | 17.3 | 5,146 | 31.9 | 6,703 | 8.5 | 9,621 | 65.3 |
| Changsha Xinyuan Splendid | 33.1 | 5,421 | 29.8 | 7,439 | 12.1 | 9,461 | 62.7 |
| Sanya Yazhou Bay No.1 | 1.7 | 10,915 | -1.2 | 22,139 | 2.7 | 12,723 | 104.9 |
| Xi'an Metropolitan | 42.8 | 6,305 | 23.6 | 7,786 | 19.4 | 10,781 | 77.9 |
| Shanghai Royal Palace | 8.5 | 21,913 | 8.0 | 28,556 | 1.9 | 37,475 | 11.4 |
| Zhengzhou Xindo Park | 16.9 | 7,871 | 4.4 | 6,590 | 22.8 | 6,419 | 73.2 |
| Jinan Xin Central | 16.4 | 10,547 | 13.9 | 9,330 | 9.0 | 12,214 | 80.1 |
| Henan Xin Central I | 52.0 | 7,621 | 65.7 | 8,775 | 5.5 | 9,673 | 57.7 |
| Zhengzhou Fancy City I | 57.6 | 7,981 | 15.1 | 9,234 | 2.8 | 14,594 | 32.6 |
| Zhengzhou Fancy City II (South) | - | - | 37.9 | 9,613 | 9.6 | 12,353 | 30.9 |
| Tianjin Spring Royal Palace | 14.0 | 8,599 | 12.3 | 7,377 | 2.4 | 6,934 | 168.5 |
| Kunshan Xindo Park | - | - | 30.9 | 18,612 | 0.6 | 19,060 | 59.7 |
| Zhengzhou International New City I | - | - | 1.4 | 10,662 | 48.6 | 10,717 | 311.7 |
| Henan Xin Central II | - | - | - | - | 9.0 | 10,920 | 100.8 |
| Others | -0.2 | - | 1.0 | - | 0.5 | - | 3.6 |
| Total | 420.9 | 8,493 | 340.7 | 10,140 | 222.0 | 10,401 | 1,686.1 |

Gross Profit

Gross profit for the fourth quarter of 2016 was US\$126.4 million, or 25.0% of revenue, compared to a gross profit of US\$81.4 million, or 19.7% of revenue, in the fourth quarter of 2015 and a gross profit of US\$105.0 million, or 23.6% of revenue, in the third quarter of 2016.

Selling, General and Administrative Expenses

SG&A expenses were US\$51.9 million for the fourth quarter of 2016 compared to US\$55.2 million for the fourth quarter of 2015 and US\$53.8 million for the third quarter of 2016. As a percentage of total revenue, SG&A expenses were 10.3% compared to 13.3% in the fourth quarter of 2015 and 12.1% in the third quarter of 2016. This decrease was due to tighter control over operating costs and benefits associated with the integration of regional management on multiple provinces, cities and projects.

Net Income

Net income for the fourth quarter of 2016 was US\$16.7 million, compared to US\$19.1 million for the fourth quarter of 2015 and US\$28.0 million for the third quarter of 2016. Net margin was 3.3%, compared to 4.6% in the fourth quarter of 2015 and 6.3% in the third quarter of 2016. Diluted earnings per ADS were US\$0.18, compared to US\$0.26 per ADS in the fourth quarter of 2015 and US\$0.41 per ADS in the third quarter of 2016.

Balance Sheet

As of December 31, 2016, the Company's cash and cash equivalents (including restricted cash) decreased to US\$905.9 million from US\$1,345.6 million as of September 30, 2016 due to land acquisition deposits at the end of the year. Total debt outstanding was US\$2,092.8 million, a decrease of US\$167.2 million, compared to US\$2,260.0 million at the end of the third quarter of 2016. The balance of the Company's real estate property under development at the end of the fourth quarter of 2016 was US\$1,752.3 million, compared to US\$2,330.2 million at the end of the third quarter of 2016.

Real Estate Project Status in China

Below is a summary table of projects that were active and available for sale in the fourth quarter of 2016.

| Project | GFA (m ² 000) | | Contract Sales (US\$ millions) | | | Project Cost % Complete |
|------------------------------------|-----------------------------|-----------------|-----------------------------------|------------------|--------------|-------------------------------|
| | Total Active Project | Sold to date | Total Active Project | Sales to date | % Sold | |
| Zhengzhou Xin City | 211.1 | 205.6 | 356.0 | 323.1 | 90.8% | 97.9% |
| Zhengzhou Thriving Family | 131.5 | 115.5 | 153.4 | 126.3 | 82.3% | 92.7% |
| Xinyang Splendid I | 117.3 | 81.8 | 85.8 | 64.5 | 75.2% | 77.1% |
| Xinyang Splendid II | 137.2 | 54.4 | 142.1 | 48.5 | 34.1% | 57.8% |
| Kunshan Royal Palace | 280.0 | 263.6 | 484.1 | 420.2 | 86.8% | 95.5% |
| Suzhou Lake Royal Palace | 169.6 | 152.6 | 370.4 | 288.2 | 77.8% | 99.3% |
| Jinan Xinyuan Splendid | 572.2 | 563.1 | 747.1 | 740.0 | 99.0% | 99.4% |
| Jinan Royal Palace | 449.6 | 249.1 | 660.2 | 255.1 | 38.6% | 71.5% |
| Xuzhou Colorful City | 130.2 | 78.6 | 199.8 | 110.3 | 55.2% | 81.3% |
| Beijing Xindo Park | 133.1 | 122.4 | 451.0 | 376.7 | 83.5% | 100.0% |
| Chengdu Thriving Family | 211.4 | 146.1 | 375.7 | 131.7 | 35.1% | 92.5% |
| Changsha Xinyuan Splendid | 251.8 | 189.1 | 357.0 | 177.3 | 49.7% | 89.2% |
| Sanya Yazhou Bay No.1 | 122.1 | 17.2 | 298.3 | 32.7 | 11.0% | 85.9% |
| Xi'an Metropolitan | 290.7 | 212.8 | 475.5 | 224.0 | 47.1% | 94.1% |
| Shanghai Royal Palace | 57.8 | 46.4 | 282.5 | 175.2 | 62.0% | 100.0% |
| Zhengzhou Xindo Park | 144.4 | 71.2 | 199.0 | 80.2 | 40.3% | 78.0% |
| Jinan Xin Central | 194.7 | 114.6 | 359.9 | 169.0 | 47.0% | 72.6% |
| Henan Xin Central I | 262.2 | 204.5 | 363.4 | 249.9 | 68.8% | 67.7% |
| Zhengzhou Fancy City I | 166.8 | 134.2 | 237.5 | 172.4 | 72.6% | 62.3% |
| Zhengzhou Fancy City II (South) | 84.1 | 53.2 | 147.1 | 80.3 | 54.6% | 56.8% |
| Tianjin Spring Royal Palace | 278.6 | 110.1 | 501.4 | 128.4 | 25.6% | 36.5% |
| Kunshan Xindo Park | 91.2 | 31.5 | 274.8 | 88.4 | 32.2% | 63.3% |
| Zhengzhou International New City I | 361.6 | 49.9 | 671.0 | 80.7 | 12.0% | 31.9% |
| Henan Xin Central II | 109.8 | 9.0 | 184.7 | 14.8 | 8.0% | 45.6% |
| Others remaining GFA | 3.6 | - | - | - | - | - |
| Total active projects | 4,962.6 | 3,276.5 | 8,377.7 | 4,557.9 | 54.4% | 75.1% |

As of December 31, 2016, the Company's total sellable GFA was approximately 2,214,400 square meters for active projects and under planning stage projects in China. Below is a summary of all of the Company's planning stage projects:

| | Unsold GFA (m² 000) | Pre sales Targeted |
|--|---|-------------------------------|
| Zhengzhou Fancy City II(North) | 119.6 | Q3 2017 |
| Zhengzhou International New City II | 175.7 | Q3 2017 |
| Xinyang Splendid III | 37.4 | To be determined |
| Beijing Liyuan project | 102.3 | To be determined |
| Changsha New project | 93.3 | Q2 2017 |
| Total projects under planning | 528.3 | |
| Total active projects | 1,686.1 | |
| Total all Xinyuan projects in China | 2,214.4 | |

Additional planning stage projects acquired in 2017

| | Unsold GFA (m² 000) | Pre sales Targeted |
|--------------------------------------|---|-------------------------------|
| Zhengzhou International New City III | 345.6 | To be determined |

Real Estate Project Update in the U.S.

As of the end of the fourth quarter, the Company had pre-sold approximately 80% of the total units at its Brooklyn-based Oosten project. As of December 31, 2016, the Company had delivered approximately \$152 million and 106 units in total, and most closed buyers had moved in. In addition, the project passed government inspections and obtained Temporary Certificates of Occupancy for all phases. During the fourth quarter, the local market demand and price trend remained healthy in the mid-market condo segment, with a relative slowdown in the high-end market.

The Company expects Xinyuan's second New York project, announced in January 2016 and located in midtown Manhattan, to begin demolition and foundation work in the first quarter of 2017. In the fourth quarter, the Company executed a lease with the national retailer Target Corporation, which will occupy the entire cellar level and 60% of the retail space on the ground level. This lease marks the Company's first successful foray into the retail real estate market in New York City.

In August 2016, Xinyuan announced a new land acquisition in Flushing, Queens, New York City. The Company is in the selection process for the general contractor and expects to begin construction on this property in the first half of 2017.

Conference Call Information

The Company will hold a conference call at 8:00 am ET on February 14, 2017 to discuss fourth quarter 2016 results. Listeners may access the call by dialing:

US: 1-800-406-5345
International: 1-913-981-5537

A webcast will also be available through the Company's investor relations website at <http://ir.xyre.com>.

A replay of the call will be available through February 21, 2017 by dialing:

US: 1-844-512-2921
International: 1-412-317-6671
Access code: 6349077

About Xinyuan Real Estate Co., Ltd.

Xinyuan Real Estate Co., Ltd. ("Xinyuan") is an NYSE-listed real estate developer and property manager primarily in China and in other countries. In China, the Company develops and manages large scale, high quality real estate projects in over ten tier one and tier two cities, including Beijing, Shanghai, Zhengzhou, Jinan, Xi'an, Suzhou, among others. Xinyuan was one of the first Chinese real estate developers to enter the U.S. market and over the past few years has been active in real estate development in New York. The Company aims to provide comfortable and convenient real estate related products and services to middle-class consumers. For more information, please visit <http://www.xyre.com>.

Forward Looking Statements

Certain statements in this press release constitute “forward-looking statements”. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements includes statements about estimated financial performance, sales performance and activity, among others and can generally be identified by terminology such as “will”, “expects”, “anticipates”, “future”, “intends”, “plans”, “believes”, “estimates” and similar statements. Statements that are not historical statements are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties that could cause actual results to differ materially from those projected or anticipated, including, but not limited to, our ability to continue to implement our business model successfully; our ability to secure adequate financing for our project development; our ability to successfully sell or complete our property projects under construction and planning; our ability to enter into new geographic markets and expand our operations; the marketing and sales ability of our third-party sales agents; the performance of our third-party contractors; the impact of laws, regulations and policies relating to real estate developers and the real estate industry in the countries in which we operate; our ability to obtain permits and licenses to carry on our business in compliance with applicable laws and regulations; competition from other real estate developers; the growth of the real estate industry in the markets in which we operate; fluctuations in general economic and business conditions in the markets in which we operate; and other risks outlined in our public filings with the Securities and Exchange Commission, including our annual report on Form 20-F for the year ended December 31, 2015. Except as required by law, we undertake no obligation to update or review publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statement is made.

Notes to Unaudited Financial Information

This release contains unaudited financial information which is subject to year-end audit adjustments. Adjustments to the financial statements may be identified when the audit work is completed, which could result in significant differences between our audited financial statements and this unaudited financial information.

For more information, please contact:

In China:

Xinyuan Real Estate Co., Ltd.
Mr. Joe Xu
Investor Relations Deputy Director
Tel: +86 (10) 8588-9376
Email: irteam@xyre.com

ICR, LLC
In U.S.: +1-646-308-1472
In China: +86 (10) 6583-7511
Email: William.zima@icrinc.com

Media:
Edmond Lococo
In China: +86 (10) 6583-7510
Email: Edmond.Lococo@icrinc.com

XINYUAN REAL ESTATE CO., LTD. AND ITS SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(All US\$ amounts and number of shares data in thousands, except per share data)

| | Three months ended | | |
|---|-------------------------------------|--------------------------------------|-------------------------------------|
| | December 31, 2016 (unaudited) | September 30, 2016 (unaudited) | December 31, 2015 (unaudited) |
| Total revenue | 505,340 | 444,278 | 413,586 |
| Total costs of revenue | (378,906) | (339,322) | (332,188) |
| Gross profit | 126,434 | 104,956 | 81,398 |
| Selling and distribution expenses | (21,659) | (19,233) | (20,316) |
| General and administrative expenses | (30,226) | (34,584) | (34,863) |
| Operating income | 74,549 | 51,139 | 26,219 |
| Interest income | 6,107 | 2,116 | 6,260 |
| Interest expense | (13,236) | (6,558) | (5,310) |
| Net realized gain/(loss) on short-term investments | 198 | 1,392 | (239) |
| Unrealized (loss)/gain on short-term investments | (623) | 91 | 13 |
| Loss on extinguishment of debt | (12,124) | - | - |
| Other income/(expense) | 459 | (27) | 1,258 |
| Exchange gains/(loss) | 261 | (37) | 140 |
| Share of (loss)/gain of equity investee | (138) | 412 | 783 |
| Income from operations before income taxes | 55,453 | 48,528 | 29,124 |
| Income taxes | (38,735) | (20,481) | (10,009) |
| Net income | 16,718 | 28,047 | 19,115 |
| Net (income)/loss attributable to non-controlling interest | (4,588) | 157 | 1 |
| Net income attributable to Xinyuan Real Estate Co., Ltd. shareholders | 12,130 | 28,204 | 19,116 |
| Earnings per ADS: | | | |
| Basic | 0.18 | 0.43 | 0.27 |
| Diluted | 0.18 | 0.41 | 0.26 |
| ADS used in computation: | | | |
| Basic | 65,960 | 66,121 | 70,126 |
| Diluted | 68,928 | 69,329 | 72,838 |

XINYUAN REAL ESTATE CO., LTD. AND ITS SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(All US\$ amounts and number of shares data in thousands, except per share data)

| | Twelve months ended | |
|---|-------------------------------------|-----------------------------------|
| | December 31, 2016 (unaudited) | December 31, 2015 (audited) |
| Total revenue | 1,561,625 | 1,164,324 |
| Total costs of revenue | (1,204,036) | (891,334) |
| Gross profit | 357,589 | 272,990 |
| Selling and distribution expenses | (57,814) | (52,126) |
| General and administrative expenses | (120,416) | (115,329) |
| Operating income | 179,359 | 105,535 |
| Interest income | 20,917 | 24,504 |
| Interest expense | (29,857) | (20,281) |
| Net realized gain on short-term investments | 2,506 | 603 |
| Unrealized gain on short-term investments | 235 | 49 |
| Loss on extinguishment of debt | (12,124) | - |
| Other income | 4,540 | 5,945 |
| Exchange gains | 459 | 403 |
| Share of (loss)/gain of equity investee | (325) | 2,235 |
| Income from operations before income taxes | 165,710 | 118,993 |
| Income taxes | (86,248) | (52,511) |
| Net income | 79,462 | 66,482 |
| Net income attributable to non-controlling interest | (6,485) | 1 |
| Net income attributable to Xinyuan Real Estate Co., Ltd. shareholders | 72,977 | 66,483 |
| Earnings per ADS: | | |
| Basic | 1.10 | 0.93 |
| Diluted | 1.06 | 0.91 |
| ADS used in computation: | | |
| Basic | 66,631 | 71,313 |
| Diluted | 68,827 | 73,244 |

XINYUAN REAL ESTATE CO., LTD. AND ITS SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(All US\$ amounts and number of shares data in thousands)

| | December 31, 2016 <u>(unaudited)</u> | September 30, 2016 <u>(unaudited)</u> | December 31, 2015 <u>(audited)</u> |
|--|--|---|--|
| ASSETS | | | |
| Current assets | | | |
| Cash and cash equivalents | 577,406 | 927,717 | 387,528 |
| Restricted cash | 328,499 | 417,904 | 363,137 |
| Short-term investments | 39,311 | 37,330 | 1,245 |
| Accounts receivable | 32,704 | 21,889 | 42,040 |
| Other receivables | 29,321 | 48,963 | 147,652 |
| Deposits for land use rights | 153,252 | 29,950 | 46,199 |
| Other deposits and prepayments | 528,205 | 239,912 | 254,048 |
| Advances to suppliers | 27,457 | 36,713 | 50,534 |
| Real estate properties development completed | 445,017 | 21,471 | 24,077 |
| Real estate properties under development | 1,752,345 | 2,330,204 | 1,887,322 |
| Amounts due from related parties | 17,732 | 8,347 | 58,630 |
| Amounts due from employees | 620 | 2,435 | 351 |
| Other current assets | 889 | 196 | 201 |
| Total current assets | <u>3,932,758</u> | <u>4,123,031</u> | <u>3,262,964</u> |
| Real estate properties held for lease, net | 158,962 | 67,429 | 71,133 |
| Property and equipment, net | 34,090 | 36,313 | 39,323 |
| Other long-term investment | 242 | 242 | 31,108 |
| Investment in joint ventures | 7,556 | 7,838 | 6,125 |
| Deferred tax assets | 28,688 | 28,435 | 15,489 |
| Deposits for land use rights | 28,831 | 74,875 | 107,798 |
| Other assets | 23,354 | 12,543 | 14,943 |
| TOTAL ASSETS | <u>4,214,481</u> | <u>4,350,706</u> | <u>3,548,883</u> |

XINYUAN REAL ESTATE CO., LTD. AND ITS SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(All US\$ amounts and number of shares data in thousands)

| | December 31, 2016 (unaudited) | September 30, 2016 (unaudited) | December 31, 2015 (audited) |
|---|-------------------------------------|--------------------------------------|-----------------------------------|
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | |
| Current liabilities | | | |
| Accounts payable and notes payable | 532,371 | 403,193 | 471,176 |
| Short-term bank loans and other debt | 178,576 | 262,803 | 222,226 |
| Customer deposits | 148,643 | 135,022 | 64,452 |
| Income tax payable | 123,028 | 105,044 | 106,034 |
| Deferred tax liabilities | 61,613 | 64,820 | 57,692 |
| Other payables and accrued liabilities | 194,823 | 351,649 | 106,127 |
| Payroll and welfare payable | 19,522 | 13,789 | 22,966 |
| Amounts due to related parties | 63,572 | - | - |
| Current portion of long-term bank loans and other debt | 703,574 | 780,264 | 594,834 |
| Current maturities of capital lease obligations | 3,923 | 4,076 | 3,066 |
| Mandatorily redeemable non-controlling interests | 12,614 | 13,103 | 2,310 |
| Total current liabilities | 2,042,259 | 2,133,763 | 1,650,883 |
| Noncurrent liabilities | | | |
| Long-term bank loans | 235,885 | 50,896 | 13,860 |
| Other long-term debt | 974,791 | 1,166,029 | 897,504 |
| Deferred tax liabilities | 13,500 | 14,006 | 13,500 |
| Unrecognized tax benefits | 16,159 | 18,059 | 17,842 |
| Capital lease obligations, net of current maturities | 15,016 | 17,222 | 18,111 |
| Mandatorily redeemable non-controlling interests | - | - | 1,232 |
| TOTAL LIABILITIES | 3,297,610 | 3,399,975 | 2,612,932 |
| Shareholders' equity | | | |
| Common shares | 16 | 16 | 16 |
| Treasury shares | (53,734) | (45,262) | (24,046) |
| Additional paid-in capital | 538,414 | 535,294 | 531,233 |
| Statutory reserves | 95,126 | 79,255 | 80,050 |
| Retained earnings | 355,121 | 365,630 | 317,765 |
| Accumulated other comprehensive income | (33,964) | 4,205 | 30,952 |
| Total Xinyuan Real Estate Co., Ltd. shareholders' equity | 900,979 | 939,138 | 935,970 |
| Non-controlling interest | 15,892 | 11,593 | (19) |
| Total equity | 916,871 | 950,731 | 935,951 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | 4,214,481 | 4,350,706 | 3,548,883 |