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**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF  
XINYUAN REAL ESTATE CO., LTD.  
FOR THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON DECEMBER 20, 2023**

The undersigned shareholder of Xinyuan Real Estate Co., Ltd., an exempted company incorporated under the laws of the Cayman Islands (the “Company”), hereby acknowledges receipt of the notice of annual general meeting of shareholders and proxy statement, each dated November 17, 2023, and hereby appoints Mr. Yong Zhang, Chairman of the Board, with full power of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the annual general meeting of shareholders of the Company to be held on December 20, 2023 at 10:00 am, local time (the “Meeting”), at Xinyuan (China) Real Estate Ltd., 27/F, China Central Place, Tower II, 79 Jianguo Road, Chaoyang District, Beijing 100025, the People’s Republic of China, and at any adjournment or postponement thereof, and to vote all common shares which the undersigned would be entitled to vote if then and there personally present on the matters set forth below (i) as specified by the undersigned below or, if no such specification is made, as the proxy thinks fit, and (ii) in the discretion of the proxy upon such other business as may properly come before the Meeting, all as set forth in the notice of annual general meeting and in the proxy statement furnished herewith.

**This proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder. If NO direction is made, the proxy will vote the shares in his or her discretion, unless this sentence referring to a holder of the proxy having such discretion has been crossed-out and the deletion initialed on this form of proxy. Where the chairman, a director, or an officer of the Company acts as proxy and is entitled to exercise his or her discretion, he or she is likely to vote “FOR” the following proposals:**

**Proposal 1:** Ratify by the passing of an ordinary resolution the appointment of Assenture PAC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.

For

Against

Abstain

**Proposal 2:** Approve, by the passing of a special resolution, the amendment and restatement of the Amended and Restated Memorandum and Articles of Association of the Company currently in effect, by the deletion in their entirety and the substitution in their place with the Second Amended and Restated Memorandum and Articles of Association of the Company annexed to the notice of the Meeting.

For

Against

Abstain

Dated: \_\_\_\_\_ 2023

Shareholder Name:

\_\_\_\_\_

Co-Owner Name:

\_\_\_\_\_

Signature

Signature

This Proxy Card must be signed by the person registered in the register of members at the close of business on November

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20, 2023 or by his or her attorney duly authorized in writing. In the case of a corporation, this Proxy Card must be executed by an officer or attorney duly authorized for that purpose.