
**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
Under the Securities Exchange Act of 1934**

**FOR THE MONTH OF JANUARY 2024
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

Share Issuance Plan of Xinyuan Real Estate Co., Ltd.

On January 18, 2024, Xinyuan Real Estate Co., Ltd. (the “Company”) (NYSE: XIN) announced that the Board of the Directors of the Company had resolved to issue common shares equal to no more than 10% of the total outstanding common shares of the Company to potential investors, including the management of the Company.

The details of the share issuance will be further disclosed after determined.

SIGNATURES

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/ Yong Zhang

Name: Yong Zhang

Title: Chief Executive Officer

Date: January 19, 2024
