

Xinyuan Real Estate Co., Ltd.

Form 6-K

November 19, 2010

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**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 NOVEMBER 2010**

**COMMISSION FILE NUMBER: 001-33863**

**XINYUAN REAL ESTATE CO., LTD.**

**27/F, China Central Place, Tower II**

**79 Jianguo Road, Chaoyang District**

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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):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_ .

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**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/ THOMAS GURNEE  
Name: **Thomas Gurnee**  
Title: **Chief Financial Officer**

Date: November 18, 2010

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
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| 99.1                      | Press Release of the Company, dated November 17, 2010, announcing date of 2010 annual meeting of shareholders. |

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**Exhibit 99.1**

**XINYUAN REAL ESTATE CO., LTD. TO HOLD ANNUAL GENERAL MEETING  
OF SHAREHOLDERS ON DECEMBER 17, 2010**

**BEIJING, China, November 17, 2010** Xinyuan Real Estate Co., Ltd. ( Xinyuan or the Company ) (NYSE: XIN), a residential real estate developer with a focus on high growth, strategic Tier II cities in China, today announced that it will hold its 2010 annual general meeting of shareholders at the Company's offices at 27/F, China Central Place, Tower II, 79 Jianguo Road, Chaoyang District, Beijing, 100025, People's Republic of China on December 17, 2010 at 3:00 p.m. Beijing/Hong Kong time (2:00 a.m. on December 17, 2010 U.S. Eastern Standard Time). The shareholder record date is November 22, 2010.

Xinyuan has filed its annual report on Form 20-F, including its audited financial statements for the fiscal year ended December 31, 2009, as amended, with the U.S. Securities and Exchange Commission (the SEC ). Xinyuan's Form 20-F can be accessed on the Investor Relations section of the Company's website at <http://ir.xyre.com> as well as on the SEC's website at <http://www.sec.gov>. The notice of the annual general meeting of shareholders and the proxy statement related to the meeting are available through the Company's website at <http://agm.xyre.com>.

**About Xinyuan Real Estate Co., Ltd.**

Xinyuan Real Estate Co., Ltd. ( Xinyuan ) (NYSE: XIN) is a developer of large scale, high quality residential real estate projects aimed at providing middle-income consumers with a comfortable and convenient community lifestyle. Xinyuan focuses on China's Tier II cities, characterized as larger, more developed urban areas with above average GDP and population growth rates. Xinyuan has expanded its network to cover a total population of over 44.7 million people in seven strategically selected Tier II cities, comprising Hefei, Jinan, Kunshan, Suzhou, Zhengzhou, Xuzhou and Chengdu. Xinyuan is the first real estate developer from China to be listed on the New York Stock Exchange. For more information, please visit <http://www.xyre.com>.

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### **Safe Harbor Statement**

This press release contains 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 can be identified by terminology such as will, expects, anticipates, future, intends, plans, believes, estimates, confident and similar statements. Statements that are not historical facts, including statements concerning our beliefs, forecasts, estimates and expectations, 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, the risk that: we may be unable to acquire desired development sales at commercially reasonable costs; PRC economic, political and social conditions as well as government policies can affect our business; our financing costs are subject to changes in interest rates; our results of operations may fluctuate from period to period; the recognition of our real estate revenue and costs relies on our estimation of total project sales value and costs; increases in the price of raw materials may increase our cost of sales and reduce our earnings; we are heavily dependent on the performance of the residential property market in China, which is at a relatively early development stage; the market price of our ADSs may be volatile, 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, 2009. All information provided in this press release is as of November 10, 2010. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

For more information, please contact:

#### **In China:**

Mr. Tom Gurnee

Chief Financial Officer

Tel: +86 (10) 8588-9390

Email: [tom.gurnee@xyre.com](mailto:tom.gurnee@xyre.com)

Ms. Helen Zhang

Director of Investor Relations

Tel: +86 (10) 8588-9255

Email: [yuan.z@xyre.com](mailto:yuan.z@xyre.com)

#### **In the United States:**

Mr. Bill Zima

ICR, Inc.

Tel: +1 (203) 682-8233

Email: [Bill.zima@icrinc.com](mailto:Bill.zima@icrinc.com)

Ms. Kate Messmer

ICR, Inc.

Tel: +1 (203) 682-8338

Email: [kate.messmer@icrinc.com](mailto:kate.messmer@icrinc.com)

