

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 2012  
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):

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 5, 2012

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**XINYUAN REAL ESTATE CO., LTD.**  
**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON November 30, 2012**

On November 30, 2012, Xinyuan Real Estate Co., Ltd., a company established under the laws of the Cayman Islands (the "Company"), will hold its 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 at 3:00 p.m. local time for the following purposes:

1. To ratify by the passing of an ordinary resolution the appointment of the Independent Auditor Ernst & Young Hua Ming for the fiscal year ending December 31, 2012.
2. To transact any such other business that may properly come before the meeting.

You can find more information about each of these items in the attached proxy statement. Only shareholders registered in the register of members at the close of business on November 2, 2012 can vote at this meeting or at any adjournment thereof that may take place.

We cordially invite all shareholders to attend the annual general meeting in person. However, a shareholder entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of such shareholder. A proxy need not be a shareholder of the Company. Whether or not you expect to attend the annual general meeting in person, please mark, date, sign and return the enclosed proxy card as promptly as possible to ensure your representation and the presence of a quorum at the annual general meeting. If you send in your proxy card and then decide to attend the annual general meeting to vote your shares in person, you may still do so. Your proxy is revocable in accordance with the procedures set forth in the proxy statement. This proxy is to be delivered to the attention of Mr. Thomas Gurnee, Chief Financial Officer, Xinyuan Real Estate Co., Ltd., 27/F, China Central Place, Tower II, 79 Jianguo Road, Chaoyang District, Beijing, 100025, People's Republic of China, and should arrive no later than 48 hours prior to the meeting. The notice of the annual general meeting of shareholders, the proxy statement and a copy of the Company's 2011 annual report on Form 20-F, as amended, are also available through our website at <http://agm.xyre.com>.

By Order of the Board of Directors,

November 5, 2012

By:

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Thomas Gurnee  
Director and Chief Financial Officer



27/F, China Central Place, Tower II, 79 Jianguo Road  
Chaoyang District, Beijing 100025, People's Republic of China  
[www.xyre.com](http://www.xyre.com)

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

**General**

We are soliciting the enclosed proxy on behalf of our board of directors for use at the annual general meeting of shareholders to be held on November 30, 2012 at 3:00 p.m., Beijing time, or at any adjournment or postponement thereof. The annual general meeting will be held at our offices located at 27/F, China Central Place, Tower II, 79 Jianguo Road, Chaoyang District, Beijing 100025, People's Republic of China.

This proxy statement is available to shareholders beginning on November 5, 2012 and the form of proxy is first being mailed to shareholders on or about November 5, 2012.

**Revocability of Proxies**

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering a written notice of revocation or a duly executed proxy bearing a later date or, if you hold common shares, by attending the annual general meeting and voting in person. Attendance at the annual general meeting in and of itself does not revoke a prior proxy. A written notice of revocation must be delivered to (i) the attention of Mr. Thomas Gurnee, our Chief Financial Officer, at our registered office at P.O. Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands, with a copy delivered to our offices in Beijing at the address listed above, if you hold our common shares, or (ii) JPMorgan Chase Bank, N.A., Depositary, at P.O. Box 64506, St. Paul, MN, USA 55164-0506, if you hold American Depositary Shares, known as ADSs, with each ADS representing two (2) of our common shares.

**Record Date, Share Ownership and Quorum**

Shareholders of record at the close of business on November 2, 2012, are entitled to vote at the annual general meeting. Our common shares underlying ADSs are included for purposes of this determination. As of November 2, 2012, 156,807,616 of our common shares, par value US\$ 0.0001 per share, were outstanding, of which approximately 89,464,084 were common shares represented by 44,732,042 ADSs. The presence in person or by proxy of at least two (2) shareholders holding not less than one-half of our outstanding common shares entitled to vote at the meeting will constitute a quorum for the transaction of business at the annual general meeting.

**Voting and Solicitation**

Each common share outstanding on the record date is entitled to one vote. Voting by holders of common shares at the annual general meeting will be by a show of hands unless the chairman of the meeting or any shareholder present in person or by proxy demands that a poll be taken. Holders of ADSs cannot vote at such meeting.

The costs of soliciting proxies will be borne by our company. Proxies may be solicited by certain of our directors, officers and regular employees, without additional compensation, in person or by telephone or electronic mail. The solicitation materials are available on our company's website at <http://agm.xyre.com>. Hard copies of the solicitation materials are available upon request to shareholders free of charge.

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## **Voting by Holders of Common Shares**

When proxies are properly dated, executed and returned by holders of common shares, the shares they represent will be voted at the annual general meeting in accordance with the instructions of the shareholder. If no specific instructions are given by such holders, the proxy will vote the shares in his or her discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed in the form of proxy. Where the chairman, a director or officer of the company acts as proxy and is entitled to exercise his or her discretion, he or she is likely to vote the common shares "FOR" Proposal 1. Abstentions by holders of common shares are counted as present for the purpose of determining whether a quorum is present and are not counted as votes for or against a proposal.

## **Voting by Holders of American Depositary Shares**

JPMorgan Chase Bank, N.A., as depositary (the "Depositary") of the ADSs, has advised us that it intends to mail the Notice of 2012 Annual General Meeting of Shareholders and an ADS Voting Instruction Card to all record date owners of ADSs. Upon timely receipt by the Depositary of a signed and completed ADS Voting Instruction Card properly executed by a record date holder of ADSs, the Depositary will vote or cause to be voted the amount of common shares represented by the ADSs held by such holder in accordance with the instructions set forth therein. If you mark the box in the enclosed ADS Voting Instruction Card instructing that you wish to give a discretionary proxy to a person designated by the company, the underlying common shares represented by your ADSs will be voted by a person designated by the company in his or her discretion. In accordance with the provisions governing the ADSs, the Depositary will not vote the common shares represented by the ADSs other than in accordance with such instructions. If (i) your enclosed ADS Voting Instruction Card is signed and dated but is missing specific voting instructions or (ii) your enclosed ADS Voting Instruction Card is improperly completed, the Depositary will not vote the underlying common shares represented by your ADSs.

As the holder of record for all the common shares represented by the ADSs, only the Depositary may vote those shares at the annual general meeting. Holders of ADSs may attend, but may not vote at, such meeting. In order to attend the meeting, an owner of ADSs must provide written evidence to the company that it held ADSs in their account on the record date. Properly executed and delivered instructions to withhold votes and abstentions are counted as present for the purpose of determining whether a quorum is present and are not counted as votes for or against a proposal. You should return your properly completed ADS Voting Instruction Card to the Depositary prior to 12:00 p.m. (Eastern Standard Time) on November 28, 2012, which is the last date by which voting instructions may be received by the Depositary.

Neither the Depositary nor its agents are responsible if they fail to carry out your voting instructions or for the manner in which they carry out your voting instructions. This means that if the common shares underlying your ADSs are not able to be voted at the annual general meeting, there may be nothing you can do.

**PROPOSAL 1**  
**RATIFICATION OF APPOINTMENT OF**  
**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our audit committee recommends, and our board of directors concurs, that the appointment of Ernst & Young Hua Ming by our audit committee as our independent registered public accounting firm for the fiscal year ending December 31, 2012 be ratified by ordinary resolution of the shareholders. Ernst & Young Hua Ming has served as our independent registered public accounting firm since 2006.

In the event our shareholders fail to ratify the appointment, our audit committee will reconsider its selection. Even if the selection is ratified, our audit committee in its discretion may direct the appointment of a different independent auditing firm at any time during the year if the audit committee believes that such a change would be in the best interests of our company and shareholders.

An affirmative vote of the holders of a simple majority of the shares present in person or represented by proxy and voting at the annual general meeting will be required to approve this proposal.

**THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE RECOMMEND**  
**A VOTE FOR PROPOSAL 1,**  
**THE RATIFICATION OF APPOINTMENT OF ERNST & YOUNG HUA MING**  
**AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.**



## SHAREHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

The following procedures have been established by our board of directors in order to facilitate communications between our shareholders and our board of directors:

1. Shareholders may send correspondence, which should indicate that the sender is a shareholder, to our board of directors or to any individual director by mail to Xinyuan Real Estate Co., Ltd., 27/F, China Central Place, Tower II, 79 Jianguo Road, Chaoyang District, Beijing 100025, People's Republic of China, Attention: Mr. Thomas Gurnee, Chief Financial Officer.
2. Our Chief Financial Officer will be responsible for the initial review and logging of this correspondence and will forward the communication to the director or directors to whom it is addressed unless it is a type of correspondence which our board of directors has identified as correspondence which may be retained in our files and not sent to directors.
3. Our board of directors has authorized the Chief Financial Officer to retain and not send to directors communications that: (a) are advertising or promotional in nature (offering goods or services), (b) solely relate to complaints by clients with respect to common course of business customer service and satisfaction issues or (c) clearly are unrelated to our business, industry, management or board or committee matters. These types of communications will be logged and filed but not circulated to directors. Except as set forth in the preceding sentence, the Chief Financial Officer will not screen communications sent to directors.
4. The log of shareholder correspondence will be available to members of our board of directors for inspection. At least once each year, the Chief Financial Officer will provide to our board of directors a summary of the communications received from shareholders, including the communications not sent to directors in accordance with screening procedures approved by our board of directors.

## ACCESS TO CORPORATE GOVERNANCE POLICIES

We adopted a Code of Business Conduct and Ethics which is available on our company's website at [http://media.corporate-ir.net/media\\_files/irol/21/217254/cg/NYCDMS-1065332-v3-Xinyuan\\_Code\\_of\\_Business\\_Conduct\\_and\\_Ethics.pdf](http://media.corporate-ir.net/media_files/irol/21/217254/cg/NYCDMS-1065332-v3-Xinyuan_Code_of_Business_Conduct_and_Ethics.pdf). To the extent required by law, any amendments to, or waivers from, any provision of the Code of Business Conduct and Ethics will be promptly disclosed to the public.

Copies of our Code of Business Conduct and Ethics will be provided to any shareholder upon written request to the Chief Administrative Officer of Xinyuan Real Estate Co., Ltd., 27/F, China Central Place, Tower II, 79 Jianguo Road, Chaoyang District, Beijing 100025, People's Republic of China.

## ANNUAL REPORT TO SHAREHOLDERS

As permitted by the New York Stock Exchange's Listed Company Manual, we make our annual report to shareholders available on our website. Our annual report on Form 20-F for the year ended December 31, 2011, as amended, has been filed with the Securities and Exchange Commission. You may obtain a copy of our 2011 annual report on Form 20-F for the year ended December 31, 2011, as amended, by visiting our website at <http://ir.xyre.com/phoenix.zhtml?c=217254&p=irol-irhome>. If you want to receive a paper or email copy of our 2011 annual report on Form 20-F for the year ended December 31, 2011, as amended, you must request one. There is no charge to you for requesting a copy. Please make any such requests to Ms. Helen Zhang of Investor Relations of Xinyuan Real Estate Co., Ltd., at [yuan.z@xyre.com](mailto:yuan.z@xyre.com) or +8610-8588-9255.

**OTHER MATTERS**

We know of no other matters to be submitted to the annual general meeting. If any other matters properly come before the annual general meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the board of directors may recommend.

By Order of the Board of Directors,

Dated: November 5, 2012

\_\_\_\_\_  
Thomas Gurnee  
Director and Chief Financial Officer

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

**TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY RECEIPTS ("ADRs")  
REPRESENTING COMMON SHARES OF  
XINYUAN REAL ESTATE CO., LTD.**

Please refer to the reverse side of this card for the resolution to be voted at the Meeting.

FOLD AND DETACH HERE

	FOR	AGAINST	ABSTAIN
Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Address Change  Mark box, sign and indicate changes/comments below:

Mark box at right if you wish to give a discretionary proxy to a person designated by the Company.   
**PLEASE NOTE:** Marking this box voids any other instructions indicated hereon.

**Sign Below** Date: \_\_\_\_\_

Please sign this Voting Instruction Card exactly as your name(s) appear(s) on the face of this card and on the books of the Depository. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

## RESOLUTION

1. To ratify by the passing of an ordinary resolution the appointment of the Independent Auditor Ernst & Young Hua Ming for the fiscal year ending December 31, 2012.

Xinyuan Real Estate Co., Ltd.  
JPMorgan Chase Bank, N.A., Depository  
P.O. Box 64506, St. Paul, MN 55164-0506

## Voting Instruction Card

JPMorgan Chase Bank, N.A., (the "Depository") has received advice that the Annual General Meeting of Shareholders (the "Meeting") of Xinyuan Real Estate Co., Ltd. (the "Company") will be held at the Company's offices at 27/F, China Central Place, Tower II, 79 Jianguo Road, Chaoyang District, Beijing, 100025, the People's Republic of China, on Friday, November 30, 2012 at 3:00 p.m. (local time), and at any adjournment or postponements thereof, for the purposes set forth on this card.

If you are desirous of having the Depository, through its Nominee or Nominees, vote or execute a proxy to vote the Common Shares represented by your ADRs FOR or AGAINST or to ABSTAIN from voting on the Resolution to be proposed at the Meeting, kindly execute and forward to the Depository, the attached Voting Instruction Card. The enclosed postage paid envelope is provided for this purpose. This Voting Instruction Card should be executed in such a manner as to show clearly whether you desire the Nominee or Nominees of the Depository to vote FOR or AGAINST or to ABSTAIN from voting on the Resolution. The Voting Instruction Card MUST be forwarded in sufficient time to reach the Depository before 12:00 p.m. (Eastern Standard Time), November 28, 2012. Only the registered holders of record at the close of business November 2, 2012 will be entitled to execute the attached Voting Instruction Card.

The signatory, a registered holder of ADRs representing Common Shares of the Company hereby requests and authorizes the Depository, through its Nominee or Nominees, to vote or execute a proxy to vote the underlying Common Shares of the Company represented by such ADRs registered in the name of the signatory on the books of the Depository at the close of business November 2, 2012, at the Meeting.

These instructions, when properly signed and dated, will be voted in the manner directed herein. If you mark the box to indicate that you wish to give a discretionary proxy to the person designated by the Company, the underlying Common Shares represented by your ADRs will be voted by the person designated by the Company in his or her discretion. If these instructions are properly signed and dated but no direction is made, the underlying Common Shares represented by such ADRs will not be voted by the Depository at the Meeting.

More information regarding the Meeting, including the Notice of Meeting and the Company's 2011 annual report on Form 20-F, is also available through the Company's website at <http://agm.xyre.com>.

NOTE: In order to have the aforesaid shares voted, this Voting Instruction Card must be received by the Depository before 12:00 p.m. (Eastern Standard Time), November 28, 2012.

JPMorgan Chase Bank, N.A., Depository.

**PLEASE MARK, DATE AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.**

*Please see reverse side for Voting Instructions.*

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF  
XINYUAN REAL ESTATE CO., LTD.  
FOR THE 2012 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON November 30, 2012**

The undersigned shareholder of Xinyuan Real Estate Co., Ltd., a company established 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 5, 2012, and hereby appoints each of Mr. Yong Zhang, Chairman and Chief Executive Officer of the Company and Mr. Thomas Gurnee, Chief Financial Officer of the Company, 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 November 30, 2012 at 3:00 p.m., local time, at the Company's office at 27/F, China Central Place, Tower II, 79 Jianguo Road, Chaoyang District, Beijing, 100025, 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 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 proposal:**

**Proposal 1:** Ratify by the passing of an ordinary resolution the appointment of the Independent Auditor Ernst & Young Hua Ming for the fiscal year ending December 31, 2012.

For  
o

Against  
o

Abstain  
o

Dated: \_\_\_\_\_, 2012

Shareholder Name:

Co-Owner Name:

\_\_\_\_\_

\_\_\_\_\_

Signature

Co-Owner Signature

This Proxy Card must be signed by the person registered in the register of members at the close of business on November 27, 2012 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.

\_\_\_\_\_