



November 6, 2015

Dear Sirs,

Name of the Company:	Xinhua Holdings Limited (URL: www.xinhuaholdings.com/en/)
Representative:	Chief Executive Officer, Lian Yih Hann (TSE Second Section Code Number : 9399)
Inquiries to:	Corporate Development and Planning Division Manager, Yuta Takayama (TEL: Tokyo 03-4570-0741)

Annual General Meeting of Shareholders' of the Company

Xinhua Holdings Limited (the “Company”), today announces that the board of directors of the Company decided the matters to be reported and to be resolved at the 2015 Annual General Meeting of shareholders of the Company (the “AGM”) as follows. Please note the date, time and place to hold the AGM are as follows, and pursuant to the instructions of the beneficial shareholders determined as of November 6, 2015, Japan Securities Depository Center Inc. will exercise the shareholders voting rights (the registered shareholders not holding shares through the Foreign Securities Depository Transfer Settlement System may directly exercise their respective voting rights).

1. Date and time December 22, 2015 (Tuesday) at 10 a.m. (Tokyo time)
2. Place Board Room, Izumi Garden Bldg. 4F, 1-6-1 Roppongi,
Minato-ku Tokyo, Japan
3. Agenda for the meeting

Matters to be reported

Report on the business report and consolidated income statements for the period from January 1, 2014 to December 31, 2014 and consolidated balance sheets as of December 31, 2014.

Matters to be resolved (* proposed by the Company)

Item No. 1 : To Approve the Issuance of New Shares by Third Party Allotment (Debt Equity Swap)

On October 28, the Board of the Company (“the Board”) has resolved to issue a total of 4,905,631 new shares by third party allotment to repay the principal amount and interest which will be accrued up to December 22, 2015 for the promissory notes and loans due to Lai Man Kon (“Mr. Lai”), Lie Wan Chie (“Mr. Lie”), Harano Naoya (“Mr. Harano”), a director of the Company, and One Heart International Limited (“One Heart”), a company 100% owned by Mr. Lian Yih Hann (“Mr. Lian”), the Chairman, CEO and CFO of the Company, at the conversion price of JP¥273 per share (“Debt Equity Swap”). As Mr. Lian holds all of One Heart which is an allottee of this Capital Increase by Third Party Allotment, he has abstained from voting to this board resolution regarding the Third Party Allotment to One Heart. Mr. Harano is an allottee of the Capital Increase by Third Party Allotment, and he has abstained from voting to the board resolution regarding the Third Party Allotment to him as well.



The Board considered the proposed Debt Equity Swap may increase the value of the Company since it will clear all the debts of the Company in the table below, squeeze the Company's interest-bearing debts and improve our capital-to-asset ratio. However, as the proposed Debt Equity Swap will result in substantial dilution of shareholdings and change of major shareholders of the Company, the Board would like to obtain shareholders' approval for the transaction.

The Board proposes that the shareholders consider and, if thought fit, approve by ordinary resolution a proposed issuance of new shares by third party allotment in the form of debt equity swap, by converting the debts listed in the table below together with interest which will be accrued up to December 22, 2015 into 4,905,631 new ordinary shares (settlement date: December 22, 2015) of the Company, at the conversion price of JP¥273 per share.

Details of the Current Debts after the Transfer mentioned below:

Creditors	Issuance/ Drawn down Date (2015)	Principal Amount (Unit: Thousand)	Interest Rate	Maturity Date (2015)
Mr. Lai	1 May	CAD2,631	28%	31 December
	28 October	CAD436*	9%	31 December
Mr. Lie	29 January	SGD200	18% - 28%	31 December
	16 February	SGD200	18% - 28%	31 December
	27 February	SGD200	18% - 28%	31 December
	1 September	USD600	28%	31 December
	12 October	USD400	28%	31 December
	28 October	CAD327*	9%	31 December
Mr. Harano	5 February	JP¥20,000	15%	31 December
	27 February	JP¥10,000	15%	31 December
	2 March	JP¥10,000	15%	31 December
	3 March	JP¥10,000	15%	31 December
One Heart	1 May	CAD6,255	18%	31 December
	28 October	CAD896*	9%	31 December

* One Heart, a company 100% owned by Mr. Lian, has agreed to transfer part of the Promissory Note held by One Heart to the extent of CAD436 thousand (JP¥40 million) to Mr. Lai and CAD327 thousand (JP¥30 million) to Mr. Lie at no consideration on October 28, 2015 (the "Transfer"), in order to reach agreement with creditors to implement this Capital Increase by Third Party Allotment which is subject to obtaining shareholders' approval at the AGM.

Details of the Proposed Debt Equity Swap after the Transfer:

Creditors	Issuance/ Drawn down Date (2015)	Principal Amount and Interest up to December 22, 2015(date of AGM)		Number of ordinary shares to be issued	Shareholding Ratio After DES*
		Original Currency (Unit: Thousand)	JY¥ (Unit: Thousand)		
Mr. Lai	1 May	CAD3,153	JP¥289,260	1,208,117	15.16%
	28 October	CAD442	JP¥40,556		
	Subtotal:		JP¥329,816		
Mr. Lie	29 January	SGD250	JP¥ 21,730		
	16 February	SGD248	JP¥ 21,538		
	27 February	SGD247	JP¥21,429		
	1 September	USD654	JP¥79,014		



	12 October	USD423	JP¥51,046		
	28 October	CAD332	JP¥30,417		
	Subtotal:		JP¥225,174	824,814	10.35%
Mr. Harano	5 February	JP¥22,638	JP¥22,638		
	27 February	JP¥11,229	JP¥11,229		
	2 March	JP¥11,216	JP¥11,216		
	3 March	JP¥11,212	JP¥11,212		
	Subtotal:		JP¥56,296	206,212	2.59%
One Heart	1 May	CAD7,027	JP¥644,621		
	28 October	CAD908	JP¥83,330		
	Subtotal:		JP¥727,951	2,666,488	33.45%
Total:			JP¥1,339,238	4,905,631	61.55%

* It is the ratio of the shares to be issued to each creditor pursuant to the Capital Increase by Third Party Allotment against the pro-forma outstanding number of shares (ordinary and preferred) of the Company of 7,970,428.79 (total of 4,905,631 shares (ordinary) to be issued by this Capital Increase by Third Party Allotment and issued share capital of 3,064,797.79 shares (ordinary and preferred shares) as of October 27, 2015) after this Capital Increase by Third Party Allotment.

(Note) The foreign currency exchange rates used in this agenda are from the quotations by the Bank of Tokyo-Mitsubishi UFJ, Ltd as of October 27, 2015 (middle rate) are US\$1.00 = JP¥120.76, CAD1 = JP¥91.73, HK\$1.00 = JP¥15.58 and SGD1 = JP¥86.83.

The notice of this AGM is scheduled to be sent out on November 30, 2015.

[End]



About Xinhua Holdings Limited

Xinhua Holdings Limited is a multi-disciplinary group company doing businesses in China and the rest of Asia, including Japan. The company currently offers products and devices in the areas of financial services, public relations and developing and operating application software for smartphones, telecom software platforms, global messaging gateways and mobile advertising platforms. The Company offers products and services in the areas of financial services. Listed on TSE's Second Section (9399), Xinhua Holdings is headquartered in Hong Kong, with a global network spanning China and Japan.

For more information, please visit <http://www.xinhuaholdings.com>

This is a press release to the public and shall not constitute an offer to invest in the securities of our company, nor should it be relied on as information to make an investment decision by any investor. Investors should read documents we submitted including our annual securities report and consider the risk factors together with other information contained therein when making an investment decision. This press release contains some forward-looking statements that involve a number of risks and uncertainties. A number of factors could cause actual results, performance, achievements of the company or industries in which it operates to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements.