

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 5 OF 2015 (NRLC)

IN OPEN COURT
BEFORE THE HON. JUSTICE NIGEL R.L. CLIFFORD, QC
THE 27TH FEBRUARY 2015

IN THE MATTER OF XINHUA HOLDINGS LIMITED

AND in the matter of the Companies Law (2013 Revision)

AND the Grand Court Rules 1995 Order 102



ORDER

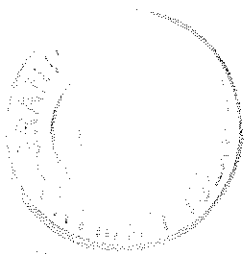
UPON THE PETITION of the above-named XINHUA HOLDINGS LIMITED (the
"Company")

AND UPON hearing Counsel for the Petitioner

AND UPON reading the said Petition, the Affirmation of Lian Yih Hann sworn on 19
December 2014, the exhibits thereto and the other documents in the Court file

IT IS ORDERED as follows:

1. The special resolution authorising the capital reduction of the Company by Annual General Meeting held on 7 October 2014 is sanctioned and confirmed.
2. On the date upon which the capital reduction becomes effective:
 - a) the issued share capital of the Company be reduced by cancelling paid-up



capital to the extent of HK\$19.99 per Share so that the nominal or par value of each issued Share be reduced from HK\$20 to HK\$0.01 (the “**Capital Reduction**”) so that following the Capital Reduction, each issued and paid up Share be treated as one fully paid-up share of a nominal or par value of HK\$0.01 each in the issued share capital of the Company (the “**New Shares**”) and that the amount of the issued ordinary share capital be reduced from HK\$45,499,995.80 to HK\$22,750.00 and the amount of the issued preferred share capital of the Company be reduced from HK\$4,500,000.00 to HK\$2,250.00 and that the amount of the paid-up capital thereby cancelled be made available for issue of new shares, subject to registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minutes of the 7 October 2014 AGM approved by the Court containing the particulars required under the Companies Law in respect of the Capital Reduction (the “**Effective Date**”):

- (b) each of the then authorised but unissued Shares of a nominal or par value of HK\$20 be sub-divided into two thousand (2,000) new unissued Shares with a nominal or par value of HK\$0.01 each as at the Effective Date (the “**Sub-division of Shares**”);
- (c) the credit arising from the Capital Reduction shall be credited to the share premium of the Company as at the Effective Date in accordance with the Articles of the Company and all applicable laws;
- (d) rights of the New Shares resulting from the Capital Reduction and the Sub-Division of Shares shall not change and shall be subject to the restrictions in respect of the Ordinary Shares and/or Preferred Shares under the Memorandum and Articles of the Company; and

- (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reduction and the Sub-division of Shares and to aggregate all fractional New Shares (if any) and sell them for the benefit of the Company.

AND THE COURT HEREBY APPROVES the Minute set forth in the Schedule A hereto.

IT IS ORDERED that this Order be produced to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the said Minute.

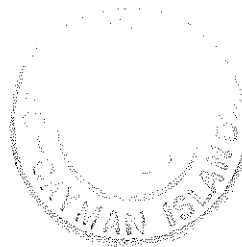
AND IT IS ORDERED that notice of the registration by the Registrar of Companies of this Order and of the said Minute be published once in the next available issue of the Cayman Islands Gazette and once in The Standard (Hong Kong) within 21 days of such registration.

Dated this 27th day of February 2015

Filed this 27th day of February 2015



The Hon Justice Nigel R.L. Clifford, QC
JUDGE OF THE GRAND COURT



This ORDER was filed by Conyers Dill & Pearman (Cayman) Limited, Attorneys-at-Law for the Petitioner, whose address for service and correspondence is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

"Schedule A"

"By virtue of a special resolution passed on 7 October, 2014 and with sanction of an Order of the Grand Court of the Cayman Islands dated 27 February 2015: the issued share capital of the Company be reduced from HK\$20 per each issued share to HK\$0.01 per each issued share (the "Capital Reduction"). Immediately following the Capital Reduction, each of the authorised but unissued shares of HK\$20 each in the share capital of the Company be and is sub-divided into 2,000 new shares of HK\$0.01 each. At the date of the registration of this Minute, the authorised share capital of the Company is HK\$200,000,000 divided into 18,200,000,000 ordinary shares of a nominal or par value of HK\$0.01 each and 1,800,000,000 preferred shares of a nominal or par value of HK\$0.01 each."

