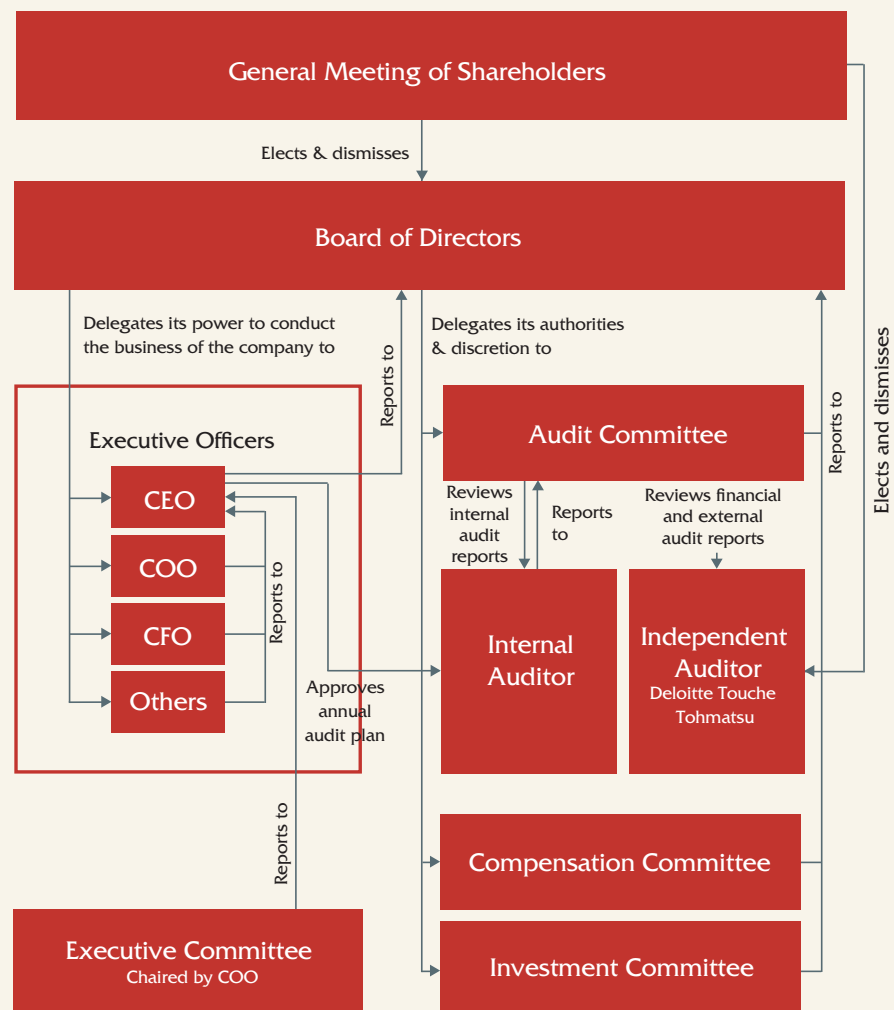


CORPORATE GOVERNANCE

Xinhua Finance is committed to promoting corporate governance, information disclosure and transparency in China. Within the Company itself, management makes every endeavor to maintain the highest quality of corporate governance in the interest of shareholders, employees, and the Company as a whole.

Corporate Governance Structure



CORPORATE GOVERNANCE

Committee Structure

Audit Committee

The purpose of the Audit Committee is to assist the Board by reviewing (i) quarterly, interim and annual financial information of the Company; (ii) external and internal audit reports; and (iii) systems of corporate governance and control which management and the Board have established.

Internal Audit

The Company's Internal Auditor reports directly to the Audit Committee and sets out an annual audit plan for approval by the CEO prior to year end that covers the Company's major entities. When working with management and staff, the auditor strives to maintain six key principles: (1) Integrity, (2) Objectivity, (3) Accuracy, (4) Constructiveness, (5) Courtesy and (6) Confidentiality. Every time an audit assignment is completed with management's response, an audit report will be submitted to the Audit Committee for review and comment.

Note on Independent Auditor

Deloitte Touche Tohmatsu, an outside auditor, has been appointed as the auditor of the Company with shareholders' approval. The financial statements of the Company are audited by the outside auditor in accordance with Japan GAAP (Generally Accepted Accounting Principles in Japan) and IFRS (International Financial Reporting Standards). The outside auditor makes a written report thereon in accordance with the generally-accepted auditing standards in Japan GAAP and IFRS and the report of the outside auditor is submitted to the General Shareholders Meeting. The compensation for outside auditors is determined by shareholders at the General Meeting or in such manner as the shareholders may determine.

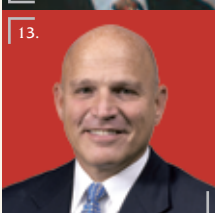
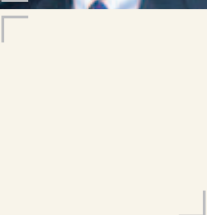
Compensation Committee

The mandate of the Compensation Committee is to assist the Board by reviewing and determining the compensation to be paid to employees and officers of the Company. The Committee is authorized to do all things that the Board would otherwise be authorized to do in respect of compensation of officers and employees of the Company.

Investment Committee

On 17 November 2005, the Investment Committee was established by the Board of Directors. It has the authority to review and approve investment transactions proposed by Company's management valued in an amount not to exceed, for any particular transaction, up to US\$2,000,000 in cash, stock or a combination thereof.

CORPORATE GOVERNANCE



Executive Committee

The Executive Committee is established to consider various strategic issues affecting the Group as a whole. The Committee, which consists of senior level executives across the Group, is chaired by the COO and reports to the CEO. It meets quarterly to encourage the interactive exchange of information, foster cooperation, facilitate more efficient integration and promote cross-selling among Xinhua Finance's various global units. The Executive Committee is a key contributor to the efficient execution of strategies and harmonization of policies throughout the Group.

1. Ms. Fredy Bush*

Chief Executive Officer

2. Mr. Jae Lie*

President

3. Mr. Daniel Connell

Chief Operating Officer

4. Mr. David Wang

Chief Financial Officer

5. Mr. John McLean

General Counsel

6. Mr. Michael Connor

*President, Financial News Service Line
Chief Executive Officer, Market News International*

7. Mr. Jonathan Worrall

Chief Executive Officer, Mergent

8. Dr. Leslie Alperstein

*Chief Executive Officer, G7 Group, Inc.
Chief Executive Officer, Washington Analysis Corporation*

9. Mr. William Schiffl

US Group Controller

10. Mr. Franklin Yang

Managing Director, Xinhua FTSE Index

11. Dr. Chen Chung-Hsing

*Vice President & Head of Xinhua Finance Ratings
Vice Chairman, Shanghai Far East Credit Ratings*

12. Mr. Brian Rafferty

Managing Director, IR Service Line

13. Mr. Michael Balaban

Managing Director, Global Integration

* Ms. Fredy Bush and Mr. Jae Lie have taken the role as Executive Vice Chairman and Chief Executive Officer respectively since May 26, 2008.

CORPORATE GOVERNANCE

Board of Directors

Mr. Wu Ji Guang*Chairman of the Board*

Mr. Wu has been a director and Chairman since April 2004 and held the same positions at XFN* from May 2003 to April 2004. He possesses over 20 years of entrepreneurial experience and has successfully established a number of commercial entities in China, in most of which he still holds a chairmanship. He is currently President of China Media Development Shenzhen Incorporation, an investment holding company wholly owned by Xinhua News Agency.

Ms. Fredy Bush***Vice Chairman & Chief Executive Officer*

Ms. Bush, the Company's founder, has been a director and Chief Executive Officer since February 2004 and had held the same positions at XFN* since 2001. As CEO, Ms. Bush is responsible for establishing and refining Xinhua Finance's strategic vision and developing and managing the Company's various business units and product lines.

Mr. Jae Lie***Director & President*

Mr. Lie has been President of the Company since October 2005 and a director since April 2004. Mr. Lie joined XFN* in 2000 and is presently responsible for developing and executing the Company's China growth strategies, with particular focus on China business and sales.

Mr. Daniel Connell*Director and Chief Operating Officer*

Mr. Connell has been our Chief Operating Officer since October 2005 and was appointed as a Director in June 2007. He is responsible for the Company's worldwide operations, including all business units and subsidiaries.

Mr. Aloysius T. Lawn*Independent Director*

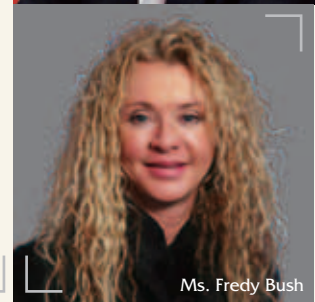
Mr. Lawn was appointed as an Independent Director in June 2007. He is an attorney in private practice and has extensive experience in private and public financings, mergers and acquisitions, securities regulation and corporate governance.

* Xinhua Finance was incorporated in January 2004 under the Companies Law to be the holding company of Xinhua Financial Network (XFN). Through a share exchange transaction completed in March 2004, all of the shares of XFN were transferred to the Company and in return the Company issued to the shareholders of XFN an equivalent number of the Company's shares. As a result, the Company became the sole shareholder of XFN and the previous shareholders of XFN became the shareholders of the Company.

** Ms. Fredy Bush and Mr. Jae Lie have taken the role as Executive Vice Chairman and Chief Executive Officer respectively since May 26, 2008.



Mr. Wu Ji Guang



Ms. Fredy Bush



Mr. Jae Lie



Mr. Daniel Connell



Mr. Aloysius T. Lawn