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WINSWAY[®]

WINSWAY COKING COAL HOLDINGS LIMITED

永暉焦煤股份有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1733)

**CHANGES IN
COMPOSITION OF CERTAIN BOARD COMMITTEES
AND
PROPOSED AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION TO INCREASE
MAXIMUM NUMBER OF AUTHORISED SHARES**

CHANGES IN COMPOSITION OF CERTAIN BOARD COMMITTEES

The Board hereby announces the following changes in the composition of the Remuneration Committee, the Nomination and Corporate Governance Committee and the Health and Safety and Environmental Committee with effect from 26 March 2012:

(1) Remuneration Committee

Mr. Wang Wenfu, an independent non-executive Director and an existing member of the Remuneration Committee, has been appointed as the chairman of the Remuneration Committee in place of Mr. Apolonius Struijk, who remains as a member of the Remuneration Committee. Following the appointment, the Remuneration Committee consists of Mr. Wang Wenfu (chairman), Mr. Apolonius Struijk and Mr. James Downing. Mr. James Downing is an independent non-executive Directors and Mr. Apolonius Struijk is an executive Director.

(2) Nomination and Corporate Governance Committee

Mr. James Downing, an independent non-executive Director and an existing member of the Nomination and Corporate Governance Committee, has been appointed as the chairman of the Nomination and Corporate Governance Committee in place of Mr. Yasuhisa Yamamoto, who remains as a member of the Nomination and Corporate Governance Committee. Following the appointment, the Nomination and Corporate Governance Committee consists of Mr. James Downing (chairman), Mr. Ng Yuk Keung and Mr. Yasuhisa Yamamoto. Mr. Ng Yuk Keung is an independent non-executive Directors and Mr. Yasuhisa Yamamoto is an executive Director.

(3) Health and Safety and Environmental Committee

Mr. Delbert Lee Lobb, Jr., a non-executive Director, has been appointed as the chairman of Health and Safety and Environmental Committee in place of Mr. George Jay Hambro, who ceased to be a member of the Health and Safety and Environmental Committee. Following the appointment, the Health and Safety and Environmental Committee consists of Mr. Delbert Lee Lobb, Jr. (chairman), Mr. Yasuhisa Yamamoto and Mr. Apolonius Struijk. Both Mr. Yasuhisa Yamamoto and Mr. Apolonius Struijk are executive Directors.

PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION TO INCREASE MAXIMUM NUMBER OF AUTHORISED SHARES

The Board proposes to increase the maximum number of Shares the Company is authorised to issue from 4,000,000,000 to 6,000,000,000 by amending the existing Paragraph 6.1 of the Memorandum and Article 1.1 of the Articles. The new Shares shall, upon issue, rank *pari passu* with the Shares then in issue.

Pursuant to Paragraphs 6.2 and 9.1 of the Memorandum and Articles 1.8 and 33 of the Articles, the maximum number of Shares the Company is authorised to issue may be increased from time to time by amending the Memorandum and the Articles by a simple majority of the votes of the Shareholders at a general meeting of the Company.

In light of the proposed increase of the maximum number of authorised Shares, the Board proposes to amend the existing Paragraph 6.1 of the Memorandum and Article 1.1 of the Articles. The Board approved and resolved to submit to the Shareholders the following proposed amendments to the Memorandum and the Articles for their consideration and approval:

Paragraph 6.1 of the Memorandum:

“The Company is authorised to issue a maximum of 4,000,000,000 ordinary shares of one class with no par value.”

be deleted in its entirety and substituted therefor:

“The Company is authorised to issue a maximum of 6,000,000,000 ordinary shares of one class with no par value.”

Article 1.1 of the Articles:

“The Company is authorised to issue a maximum of 4,000,000,000 ordinary shares of one class with no par value.”

be deleted in its entirety and substituted therefor:

“The Company is authorised to issue a maximum of 6,000,000,000 ordinary shares of one class with no par value.”

The proposed amendments to the Memorandum and the Articles shall be subject to approval of the Shareholders at the forthcoming AGM. A circular containing, among other things, details of the proposed amendments to the Memorandum and the Articles together with the notice of the AGM will be dispatched to the Shareholders in due course.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	annual general meeting of the Company
“Articles”	the Articles of Association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Winsway Coking Coal Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, the shares of which are listed on the Hong Kong Stock Exchange (Stock Code: 1733)
“Directors”	the directors of the Company
“Health and Safety and Environmental Committee”	the health and safety and environmental committee of the Board which was established by the Company on 7 September 2010
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Memorandum”	the Memorandum of Association of the Company, as amended from time to time
“Nomination and Corporate Governance Committee”	the nomination and corporate governance committee of the Board which was established by the Company on 7 September 2010
“Remuneration Committee”	the remuneration committee of the Board which was established by the Company on 7 September 2010

“Shares” ordinary share(s) with no par value of the Company

“Shareholders” holders of the Shares

By Order of the Board of
Winsway Coking Coal Holdings Limited
Cao Xinyi
Company Secretary

Hong Kong, 29 March 2012

As at the date of this announcement, the executive directors of the Company are Mr. Wang Xingchun, Ms. Zhu Hongchan, Mr. Yasuhisa Yamamoto, Mr. Apolonius Struijk and Mr. Cui Yong, the non-executive directors of the Company are Mr. Delbert Lee Lobb, Jr., Mr. Liu Qingchun and Mr. Lu Chuan and the independent non-executive directors are Mr. James Downing, Mr. Ng Yuk Keung, Mr. Wang Wenfu and Mr. George Jay Hambro.