



# 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)

### PROXY FORM

Form of proxy for use at the Extraordinary General Meeting of Winsway Coking Coal Holdings Limited (the "Company") to be held at Statue Square, 2/F, Mandarin Oriental Hong Kong, No. 5 Connaught Road, Central, Hong Kong on 17 May 2012 at 10 a.m. and at any adjournment of the meeting.

I/We, (note 1) \_\_\_\_\_ of \_\_\_\_\_, being registered holder(s) of (note 2) \_\_\_\_\_ shares of no par value of the Company, hereby appoint (note 3) \_\_\_\_\_ of \_\_\_\_\_ or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on 17 May 2012 at 10 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy think fit (note 4).

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Company's circular dated 25 April 2012.

Resolutions of Members		For	Against
1.	(a) that the Marubeni Master Supply Agreement entered into between the Company and Marubeni and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed.		
	(b) that the Purchase Annual Caps in respect of the transactions under the Marubeni Master Supply Agreement for each of the ten months ending 31 December 2012 and the two financial years ending 31 December 2013 and 31 December 2014, respectively, be and are hereby approved.		
	(c) that the Directors be and are hereby authorised to execute such other documents, do all other acts and things and take such action as they may consider necessary, desirable or expedient to implement and/or give effect to or otherwise in connection with the Marubeni Master Supply Agreement and any or all the matters contemplated in the Marubeni Master Supply Agreement and this resolution.		
2.	(a) that the Winsway Master Supply Agreement entered into between the Company and Marubeni and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed.		
	(b) that the Supply Annual Caps in respect of the transactions under the Winsway Master Supply Agreement for each of the ten months ending 31 December 2012 and the two financial years ending 31 December 2013 and 31 December 2014, respectively, be and are hereby approved.		
	(c) that the Directors be and are hereby authorised to execute such other documents, do all other acts and things and take such action as they may consider necessary, desirable or expedient to implement and/or give effect to or otherwise in connection with the Winsway Master Supply Agreement and any or all the matters contemplated in the Winsway Master Supply Agreement and this resolution.		

Dated: \_\_\_\_\_ Signature (note 5): \_\_\_\_\_

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the meeting will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it. If there are jointly registered holders, any one shareholder may sign this proxy form.
- Where there are jointly registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be lodged with the Company's registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment of it (as the case may be).
- A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- ANY ALTERATION MADE TO THIS FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The description of the resolution is by way of summary only. The full text appears in the notice convening the meeting, which is set out in the Company's circular dated 25 April 2012.