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WINSWAY ENTERPRISES HOLDINGS LIMITED

永暉實業控股股份有限公司

(formerly known as “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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Winsway Enterprises Holdings Limited (the “**Company**”) will be held at 10/F, United Centre, 95 Queensway Road, Admiralty, Hong Kong on Thursday, 18 June 2015 at 2:00 p.m. for the following purposes:

RESOLUTIONS OF MEMBERS

1. To receive and consider the audited consolidated financial statements and the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2014.
2.
 - (1) To re-elect Mr. Andreas Werner as a Director.
 - (2) To re-elect Ms. Ma Li as a Director.
 - (3) To re-elect Mr. Daniel J. Miller as a Director.
 - (4) To re-elect Mr. Ng Yuk Keung as a Director.
 - (5) To re-elect Mr. Wang Wenfu as a Director.
 - (6) To authorise the Board of Directors to fix the remunerations of the Directors.
3. To re-appoint Messrs. KPMG, Certified Public Accountants, as auditors of the Company (the “**Auditors**”) and to authorise the Board of Directors to fix the Auditor’s remuneration.

4. As special business to consider and, if thought appropriate, pass with or without amendments, the following resolutions as ordinary resolutions:
- (A) “**THAT:**
- (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the relevant Period;
 - (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (i) and (ii), otherwise then pursuant to (a) a Rights Issue (as defined in paragraph (iv) below); or (b) an issue of shares of the Company under any share option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of shares of the Company or rights to acquire shares of the Company; or (c) an issue of shares of the Company upon the vesting of any restricted share unit awarded pursuant to the Restricted Share Unit Scheme approved and adopted by the shareholders of the Company on 11 June 2012 (“**RSU Scheme**”); or (d) any issue of shares of the Company as scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed the sum of (aa) 20% (or such other percentage as allowed by The Stock Exchange of Hong Kong Limited) of the total number of issued shares of the Company at the date of passing of this resolution; and (bb) (if the Directors of the Company are so authorised by a separate resolution of members of the Company) the total number of shares repurchased by the Company subsequent to the passing of this resolution up to a maximum equivalent to 10% of the total number of issued shares of the Company at the date of passing this resolution, and the said approval shall be limited accordingly; and

(iv) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (3) the revocation or variation of the approval given by this resolution by a resolution of members of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of the Company on such terms as the Directors shall see fit, subject to and in accordance with all applicable laws, the rules and regulations of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares which may be repurchased by the Company pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of shares of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution, “Relevant Period” shall have the meaning as assigned to it under paragraph (iv) of Resolution 4(A) in the notice of this meeting of which this resolution forms a part.”

(C) **“THAT** conditional upon Resolution 4(A) and 4(B) in the notice of the meeting of which this resolution forms a part being passed, the Directors of the Company be and they are hereby authorised to exercise the powers of the Company referred to in paragraph (i) and (ii) of such Resolution 4(A) in respect of the total number of shares repurchased by the Company referred to in sub-paragraph (bb) of paragraph (iii) of such resolution.”

(D) “**THAT**

- (i) the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to grant restricted share unit awards (“RSU Awards”) and to allot, issue, procure the transfer of and otherwise deal with additional shares underlying any RSU Awards granted under the RSU Scheme as and when the RSU Awards vest be and is hereby approved;
- (ii) the aggregate number of additional shares underlying all RSU Awards granted by the Directors pursuant to the approval in paragraph (i) of this resolution (excluding RSU Awards that have lapsed or been cancelled in accordance with the rules of the Restricted Share Unit Scheme) shall not exceed 1% of the total number of shares of the Company in issue at the date of passing of this resolution; and
- (iii) for the purpose of this resolution, “Relevant Period” shall have the same meaning as assigned to it under paragraph (iv) of Resolution 4(A) in the notice of this meeting of which this resolution forms a part.”

By Order of the Board of Directors
Winsway Enterprises Holdings Limited
Wang Xingchun
Chairman

Hong Kong, 2 April 2015

Principal place of business in Hong Kong:
Suites 2104-05
Hutchison House
10 Harcourt Road
Hong Kong

Registered Office:
Akara Bldg.
24 DeCastro Street
Wickhams Cay 1
Road Town, Tortola
British Virgin Islands

Notes:

1. Any member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. A form of proxy is enclosed. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person if you are subsequently able to be present.
3. In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the Company's register of shareholders in respect of the joint holding.
4. The register of members of the Company will be closed from 16 June 2015 to 18 June 2015, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the attendance at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 15 June 2015.
5. With regard to item no. 2 of this notice, details of retiring Directors proposed for re-election are set out in Appendix II of the circular to shareholders dated 2 April 2015.
6. As at the date of this notice, the Executive Directors of the Company are Mr. Wang Xingchun, Ms. Zhu Hongchan, Ms. Ma Li, Mr. Andreas Werner and Mr. Wang Changqing, the Non-executive Directors of the Company are Mr. Daniel J. Miller, Mr. Liu Qingchun and Mr. Lu Chuan, and the Independent Non-executive Directors of the Company are Mr. James Downing, Mr. Ng Yuk Keung, Mr. Wang Wenfu and Mr. George Jay Hambro.