WINSWAY®

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)

CLARIFICATION ANNOUNCEMENT
CONTINUING CONNECTED TRANSACTIONS RENEWAL OF MARUBENI MASTER SUPPLY AGREEMENT AND WINSWAY MASTER SUPPLY AGREEMENT

Reference is made to the announcement of Winsway Enterprises Holdings Limited (the "**Company**") dated 20 April 2015 in relation to, among other things, that the Company and Marubeni have agreed and entered into the New Winsway Master Supply Agreement and New Marubeni Master Supply Agreement on 20 April 2015 to renew the Winsway Master Supply Agreement and the Marubeni Master Supply Agreement in accordance with the terms thereof with effect from 1 January 2015 (the "**Announcement**"). Capitalised terms used in this announcement shall bear the same meanings as those defined in the Announcement unless the context requires otherwise.

The Company wishes to clarify that the transactions contemplated under each of the Agreements constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules between the Group and Marubeni Group, a connected person at the subsidiary level, on normal commercial terms. The Board confirms that it has approved the terms of the Agreements and the Transaction Caps, and the independent non-executive Directors have confirmed that they believe the terms of the Agreements and the Transaction Caps are fair and reasonable, the transactions are on normal commercial terms and in the interests of the Company and the Shareholders as a whole. Accordingly, the transactions contemplated under each of the Agreements constitute continuing connected transactions for the Company that are exempt from the circular, independent financial advice and shareholders' approval requirements under Rule 14A.101 of the Listing Rules.

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

Hong Kong, 22 April 2015

As at the date of this announcement, the executive directors of the Company are Mr. Wang Xingchun, Ms. Zhu Hongchan, Ms. Ma Li, Mr. Wang Changqing and Mr. Andreas Werner, 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.