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)

INSIDE INFORMATION
MONTHLY UPDATE ON THE PROPOSED RESTRUCTURING PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND CONTINUOUS SUSPENSION OF TRADING

This announcement is made by Winsway Enterprises Holdings Limited (the "**Company**") pursuant to Rule 3.7 of The Codes on Takeovers and Mergers and Share Repurchases (the "**Takeovers Code**"), Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 26 November 2015, 22 December 2015, 28 December 2015, 6 January 2016 and 24 January 2016 (the "**Announcements**") in relation to, amongst others, entering into the Restructuring Support Agreement on 25 November 2015 and the discussion relating to the possible Rights Issue involving application for Whitewash Waiver. Capitalised terms used in this announcement shall bear the same meanings as those defined in the Announcements unless the context requires otherwise.

The board of directors of the Company (the "**Board**") would like to provide an update on certain recent developments in relation to the Restructuring pursuant to Rule 3.7 of the Takeovers Code. The discussions with certain potential equity investors, including Mr. Wang, being the controlling Shareholder, in respect of a possible Rights Issue involving application for Whitewash Waiver are still ongoing. As at the date of this announcement, no further formal or legally binding agreement has been entered into by the Company in respect of the Debt Restructuring and/or the possible Rights Issue.

Should any such discussion materialise, further announcement will be made as and when appropriate in accordance with the Listing Rules and the Takeovers Code. A monthly announcement pursuant to Rule 3.7 of the Takeovers Code setting out the progress of the discussion or the consideration of a possible offer will be made until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is announced.

CONTINUOUS SUSPENSION OF TRADING

At the request of the Company, trading in the Shares has been suspended with effect from 9:00 a.m. on 31 August 2015, pending the publication of the Interim Results. Trading in the Shares will remain suspended until further notice.

Further announcement(s) will be made in respect of any further development with regard to the possible Rights Issue and/or the Debt Restructuring as and when necessary in accordance with the Listing Rules and the Takeovers Code.

There is no assurance that the possible Rights Issue will either materialise or eventually be consummated. Accordingly, there is no certainty that a decision will be made by the Company to proceed with the Rights Issue. In any event, if the possible Rights Issue materialises, its completion and the completion of the Debt Restructuring would be expected to be inter-conditional. If the possible Rights Issue does not materialise, the Company will need to seek to continue exploring other solutions with the Steering Committee to effect the Debt Restructuring (or a substantially similar transaction) and any other potential investor(s) to effect the Restructuring as a whole. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if in any doubt, they should consult their professional advisers.

By Order of the Board
Winsway Enterprises Holdings Limited
Cao Xinyi
Chief Executive Officer and Company Secretary

Hong Kong, 28 January 2016

As at the date of this announcement, the executive directors of the Company are Ms. Cao Xinyi, Ms. Zhu Hongchan, Mr. Wang Yaxu, and Mr. Feng Yi, the non-executive director of the Company is 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.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.