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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)

**(1) SUPPLEMENTAL INFORMATION IN RELATION
TO THE CIRCULAR DATED 25 APRIL 2016;**

AND

**(2) REVISED EXPECTED TIMETABLE OF THE SHARE CONSOLIDATION,
THE RIGHTS ISSUE AND THE CHANGE IN BOARD LOT SIZE**

This announcement is made by Winsway Enterprises Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to 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 circular of the Company dated 25 April 2016 in relation to, among other things, the Debt Restructuring, the proposed Share Consolidation, the proposed Rights Issue, the Underwriting Agreement, the proposed Amendment of Articles, the Specific Mandate, the CVR Specific Mandate, the issuance of the CVRs, the application for Whitewash Waiver, the Special Deal and the change of board lot size (the “**Circular**”). Capitalised terms used herein shall have the same meaning ascribed to them in the Circular unless otherwise specified.

The board of directors of the Company (the “**Board**”) would like to provide the following updated information to the Circular setting out the interests of the core connected persons in the Company, including the independent non-executive Directors and the Company’s trustee in connection with the RSU Scheme, certain of which has previously been included in the Circular:

As at the Latest Practicable Date, the Company has 3,773,198,693 Existing Shares in issue. Set out below is the table showing the shareholding structure of the Group (assuming no Shares will be issued and none repurchased on or before the Record Date) (i) as at the Latest Practicable Date; (ii) immediately after the Share Consolidation becoming effective but before completion of the Rights Issue (including the issuance of the Anti-dilution Shares) and the Debt Restructuring (including the issuance of the Scheme Shares); (iii) immediately

after completion of the Rights Issue (including the issuance of the Anti-dilution Shares), the Debt Restructuring (including the issuance of the Scheme Shares) and (iv) immediately upon completion of the Rights Issue (including the issuance of the Anti-dilution Shares) and the Debt Restructuring (including the issuance of all the Scheme Shares) and assuming all the CVR Shares are all issued to Bondholders in settlement of the CVRs:

Name of Shareholder	At the Latest Practicable Date		Immediately upon the Share Consolidation becoming effective but before completion of the Rights Issue (including the issuance of all of the Anti-dilution Shares) and the Debt Restructuring (including the issuance of all the Scheme Shares)		Immediately after completion of the Rights Issue (including the issuance of the all Anti-dilution Shares) and the Debt Restructuring (including the issuance of all the Scheme Shares) ^{1, 3}		Assuming 0% taken up by the existing Shareholders other than Famous Speech	
	No. of Consolidated Shares	Approximate % of the total issued Shares	No. of Consolidated Shares	Approximate % of the total issued Shares	No. of Consolidated Shares	Approximate % of the total issued Shares	No. of Consolidated Shares	Approximate % of the total issued Shares
Controlling Shareholder Group	1,518,250,109	40.24%	75,912,505	40.24%	75,912,505	2.52%	75,912,505	2.52%
Underwriter	—	—	—	—	910,950,060	30.18%	2,187,652,493	72.47%
Core connected persons ⁷	7,083,000	0.19%	354,150	0.19%	4,603,950	0.15%	354,150	0.01%
Sub-total⁸	1,525,333,109	40.43%	76,266,655	40.43%	991,466,515	32.85%	2,263,919,148	75.00%⁵
Sub-underwriter	—	—	—	—	—	—	76,266,655	2.53% ⁵
Other public Shareholders	2,247,865,584	59.57%	112,393,274	59.57%	1,461,112,562	48.40%	112,393,274	3.72%
Bondholders	—	—	—	—	565,979,787	18.75%	565,979,787	18.75% ⁶
Total	3,773,198,693	100.00%	188,659,929	100.00%	3,018,558,864	100.00%	3,018,558,864	100.00%

**Immediately after completion of the Rights Issue
(including the issuance of all the Anti-dilution Shares) and the
Debt Restructuring (including the issuance of all the Scheme
Shares) and assuming all the CVR Shares are all issued to
Bondholders in settlement of the CVRs^{3, 4}**

Name of Shareholder	Assuming 100% taken up by the existing Shareholders ²		Assuming 0% taken up by the existing Shareholders other than Famous Speech	
	No. of	Approximate %	No. of	Approximate %
	Consolidated Shares	of the total issued Shares	Consolidated Shares	of the total issued Shares
Controlling Shareholder Group	75,912,505	2.42%	75,912,505	2.42%
Underwriter	910,950,060	29.10%	2,187,652,493	69.88%
Core connected persons ⁷	4,603,950	0.15%	354,150	0.01%
Sub-total⁸	991,466,515	31.67%	2,263,610,098	72.30%⁵
Sub-underwriter	—	—	76,266,655	2.44% ⁵
Other public Shareholders	1,461,112,562	46.67%	112,393,274	3.59%
Bondholders ⁶	678,298,637	21.66%	678,298,637	21.66%
Total	3,130,877,714	100.00%	3,130,877,714	100.00%

Notes:

1. Takes no account of any Shares that may be issued by the Company in settlement of any CVRs.
2. Rights Shares of Controlling Shareholder Group's entitlement under the Rights Issue will be taken up by Famous Speech pursuant to the Famous Speech Undertaking and the Underwriting Agreement.
3. Assuming all Scheme Shares and all Anti-dilution Shares are issued on the Initial Distribution Date. Unless 100% of the Bondholders submit a claim before the Initial Scheme Consideration Deadline and/or the Scheme Shares are "overdistributed" as described in the section headed "ELECTION MECHANISM" in the Circular, the Scheme Shares will be issued in two instalments on the Initial Distribution Date and the Final Distribution Date. The Initial Scheme Shares and the Initial Anti-dilution Shares will be issued on the Initial Distribution Date, the Company will issue the remaining Scheme Shares and the remaining Anti-dilution Shares on the Final Distribution Date.
4. The number of CVR Shares to be issued is assumed to be a maximum of 112,318,850 CVR Shares, calculated by the total CVR amount US\$10 million (HK\$77.5 million) divided by the minimum CVR Settlement Price HK\$0.69.
5. Famous Speech has entered into a sub-underwriting arrangement with a third party independent of the Company, its connected persons and their associates which will be qualified as a member of the public for the purposes of Rule 8.08 and Rule 8.24 of the Listing Rules, to the extent necessary to ensure that the Company maintains its public float under the Listing Rules immediately after the completion of the Rights Issue. Therefore, the maximum number of Consolidated Shares to be held by Famous Speech, the Controlling Shareholder Group and parties acting in concert with them will be not more than 75% of the then issued Consolidated Shares immediately after completion of the Rights Issue.
6. For the avoidance of doubt, the Scheme Shares which will be issued to the Bondholders will constitute part of the public float.

7. The core connected persons consist of (i) Mr. James Downing and Mr. George Jay Hambro, both of whom are independent non-executive Directors, holding 329,000 Shares and 573,000 Shares representing approximately 0.01% and 0.02%, respectively, of the total number of Shares in issue as at the Latest Practicable Date; and (ii) Computershare Hong Kong Trustees Limited, in connection with the RSU Scheme, as trustee, holding 6,181,000 Shares representing approximately 0.16% of the total number of Shares in issue as at the Latest Practicable Date.
8. The sub-total of the number of Shares held by the Underwriter and its concert parties (including the Controlling Shareholder Group) and the core connected persons.

REVISED EXPECTED TIMETABLE

Reference is made to the announcement of the Company dated 29 April 2016 relating to, among other things, the revised expected table of the Share Consolidation, the Rights Issue and change in board lot size (the “**Announcement**”).

The Board wishes to inform Shareholders that the effective date of the Share Consolidation has been rescheduled to 18 May 2016 since additional time is required for filing the Amendment of Articles with the Registrar of Corporate Affairs of the British Virgin Islands. This results in other non-material corresponding changes in the timetable which is set out below in its revised form.

The expected timetable is indicative and subject to potential further change, and any such change will be further announced by the Company as and when appropriate.

Event	2016 (Hong Kong time)
Register of members closes to determine the qualification for attendance and voting at the EGM (both dates inclusive)	Thursday, 12 May to Monday, 16 May
Latest time for lodging proxy forms for the EGM.....	10:00 a.m. on Saturday, 14 May
Expected date and time of the EGM.....	10:00 a.m. on Monday, 16 May
Announcement of the poll results of the EGM	Monday, 16 May
Hong Kong Court Sanction Hearing.....	10:00 a.m. on Tuesday, 17 May
Effective date of the Share Consolidation	Wednesday, 18 May
Commencement of dealings in the Consolidated Shares.....	9:00 a.m. on Wednesday, 18 May

Event**2016
(Hong Kong time)**

Original counter for trading in the Existing Shares in board lot of 1,000 Existing Shares (in the form of existing Share certificates) temporarily closes.....	9:00 a.m. on Wednesday, 18 May
Temporary counter for trading in the Consolidated Shares in board lot of 50 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Wednesday, 18 May
First day of free exchange of existing certificates for new share certificates for the Consolidated Shares commences	Wednesday, 18 May
Last day of dealings in the Consolidated Shares on cum-rights basis ...	Wednesday, 18 May
First day of dealings in the Consolidated Shares on ex-rights basis.....	Thursday, 19 May
Latest time for lodging transfer of the Consolidated Shares in order to qualify for the Rights Issue.....	4:30 p.m. on Friday, 20 May
Closure of register of members to determine eligibility for the Rights Issue (both dates inclusive)	Monday, 23 May to Friday, 27 May
Record Date for determining entitlements to the Rights Issue.....	Friday, 27 May
Register of members of the Company re-opens.....	Monday, 30 May
Prospectus Documents expected to be despatched.....	Tuesday, 31 May
Original counter for trading in the Consolidated Shares in board lot of 1,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Wednesday, 1 June
Parallel trading in Consolidated Shares in the form of new Consolidated Share certificates and existing Share certificates commences.....	9:00 a.m. on Wednesday, 1 June
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of Consolidated Shares	9:00 a.m. on Wednesday, 1 June

Event	2016 (Hong Kong time)
First day of dealing in nil-paid Rights Shares	9:00 a.m. on Thursday, 2 June
BVI Court Sanction Hearing.....	10:00 a.m. (BVI time) on Thursday, 2 June
Latest time for splitting in nil-paid Rights Shares	4:30 p.m. on Monday, 6 June
Last day of dealings in nil-paid Rights Shares	4:00 p.m. on Friday, 10 June
Latest time for Acceptance of, and payment for, the Rights Shares	4:00 p.m. on Wednesday, 15 June
Temporary counter for trading in the Consolidated Shares in board lot of 50 Consolidated Shares (in the form of existing Share certificates) closes.....	4:00 p.m. on Wednesday, 22 June
Parallel trading in Consolidated Shares in the form of new Consolidated Share certificates and existing Share certificates closes	4:00 p.m. on Wednesday, 22 June
Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares.....	4:00 p.m. on Wednesday, 22 June
Latest time for Termination of the Underwriting Agreement	4:00 p.m. on Wednesday, 22 June
Restructuring Effective Date.....	Thursday, 23 June
Last day for free exchange of existing share certificates for the existing Shares or the Shares for new share certificates for the Consolidated Shares	Friday, 24 June
Announcement of allotment results of the Rights Issue	Monday, 27 June
Certificates for the Rights Shares (together with certificates for the Initial Anti-dilution Shares) expected to be despatched, and Initial Distribution Date for despatch of the certificates for the Initial Scheme Shares and CVRs to Initial Bondholders	on or before Tuesday, 28 June

Event**2016
(Hong Kong time)**

Refund cheques (if any) in respect of Rights Shares
if the Rights Issue is terminated expected
to be posted on or before..... Tuesday, 28 June

Dealings in fully-paid Rights Shares
(and Initial Anti-dilution Shares and
Initial Scheme Shares) commence 9:00 a.m. on
Wednesday, 29 June

Final Distribution Date for despatch of the certificates
for the remaining Scheme Shares (together with
certificates for the remaining Anti-Dilution Shares)
and remaining CVRs Friday, 14 October

Dealings in remaining Anti-dilution Shares and
remaining Scheme Shares commence..... 9:00 a.m. on
Monday, 17 October

Effective date of the new board lot size
(12,000 Consolidated Shares)..... Monday, 17 October

Designated brokers starts to stand in the market to
provide matching services for sale and
purchase of odd lots of Consolidated Shares 9:00 a.m. on
Monday, 17 October

Designated broker ceases to stand in the market to
provide matching services for sale and
purchase of odd lots of Consolidated Shares 4:00 p.m. on
Tuesday, 8 November

Notes:

1. Unless otherwise specified, all dates and time set out in this announcement refer to Hong Kong dates and time.
2. Dates or deadlines specified in this announcement are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) at the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.winsway.com as and when appropriate and in accordance with the Listing Rules.

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

Hong Kong, 13 May 2016

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

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.