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**If you have sold or transferred** all your securities in Winsway Enterprises Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**WINSWAY<sup>®</sup>**  
**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) PROPOSED CHANGE OF COMPANY NAME**  
**(2) PROPOSED AMENDMENTS TO THE MEMORANDUM**  
**OF ASSOCIATION AND ARTICLES OF ASSOCIATION**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the board of directors of the Company is set out on pages 3 to 7 of this circular. A notice convening an extraordinary general meeting of the Company to be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on Monday, 1 August 2016 at 2:00 p.m. is set out on pages N-1 to N-2 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting of the Company or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the extraordinary general meeting of the Company or any adjournment of it should you so wish.

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## DEFINITION

*For the purpose of this circular, the following expressions have the following meanings unless the context requires otherwise:*

|                                                |                                                                                                                                                                                                                            |
|------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Articles of Association”<br>or “Articles”     | the articles of association of the Company as amended from time to time                                                                                                                                                    |
| “Board”                                        | the board of Directors                                                                                                                                                                                                     |
| “Change of Company Name”                       | the proposed change of the name of the Company from “Winsway Enterprises Holdings Limited 永暉實業控股股份有限公司” to “E-Commodities Holdings Limited 易大宗控股有限公司”                                                                      |
| “Company”                                      | Winsway Enterprises Holdings Limited, a company incorporated under the laws of the British Virgin Islands with limited liability on 17 September 2007                                                                      |
| “Directors”                                    | the directors of the Company                                                                                                                                                                                               |
| “Extraordinary General Meeting”                | the extraordinary general meeting of the Company to be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on Monday, 1 August 2016 at 2:00 p.m., notice of which is set on pages N-1 to N-2 of this circular |
| “Group”                                        | the Company and its Subsidiaries                                                                                                                                                                                           |
| “HK\$”                                         | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                        |
| “Hong Kong”                                    | Hong Kong Special Administrative Region of the PRC                                                                                                                                                                         |
| “Latest Practicable Date”                      | 7 July 2016, being the latest practicable date prior to the issue of this circular for ascertaining certain information included in this circular                                                                          |
| “Listing Rules”                                | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)                                                                                                    |
| “Memorandum of Association”<br>or “Memorandum” | the memorandum of association of the Company as amended from time to time                                                                                                                                                  |
| “Notice of Extraordinary General Meeting”      | the notice of the Extraordinary General Meeting set out on pages N-1 to N-2 of this circular                                                                                                                               |
| “Share(s)”                                     | ordinary share(s) with no par value of the Company                                                                                                                                                                         |
| “Shareholder(s)”                               | holder(s) of the Shares                                                                                                                                                                                                    |
| “Stock Exchange”                               | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                    |

|                   |
|-------------------|
| <b>DEFINITION</b> |
|-------------------|

|              |                                                                                                                                                                                                                                                                             |
|--------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Subsidiary” | a company which is for the time being and from to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly |
| “US\$”       | United States dollar, the lawful currency of the United States of America                                                                                                                                                                                                   |
| “%”          | per cent                                                                                                                                                                                                                                                                    |



**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)

*Directors:*

*Executive Directors:*

Zhu Hongchan

Cao Xinyi

Wang Yaxu

*Non-executive Director:*

Lu Chuan

*Independent Non-executive Directors*

James Downing

Ng Yuk Keung

Wang Wenfu

George Jay Hambro

*Registered Office:*

Akara Bldg.

24 De Castro Street

Wickhams Cay 1

Road Town, Tortola

British Virgin Islands

*Principal Place of Business  
in Hong Kong:*

Suites 2104–05

Hutchison House

10 Harcourt Road

Hong Kong

11 July 2016

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME  
(2) PROPOSED AMENDMENTS TO THE MEMORANDUM  
OF ASSOCIATION AND ARTICLES OF ASSOCIATION  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with relevant information regarding the proposed (i) Change of Company Name; and (ii) amendments to the existing Memorandum of Association and Articles of Association of the Company and to give you the Notice of the Extraordinary General Meeting at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve, among other things, the aforesaid matters.

## LETTER FROM THE BOARD

### PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Winsway Enterprises Holdings Limited 永暉實業控股股份有限公司” to “E-Commodities Holdings Limited 易大宗控股有限公司”.

### Reasons for the Change of Company Name

Following the completion of the rights issue and the effectiveness of the restructuring as described in the Company’s announcements dated 27 and 28 June 2016 and 23 June 2016, respectively, the Group has come out of the financial difficulties caused by the outstanding senior notes due 2016 issued by the Company on 8 April 2011. The Group has started to upgrade its business from traditional bulk commodities trading, such as the trading of seaborne coal, Mongolian coal, and petrochemical products, to an integrated supply chain services platform. Therefore, the Board has proposed the change of company name and believes that a new company name will better reflect the changed company strategy.

The Board considers that the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

### Conditions of the Change of Company Name

The proposed Change of Company Name will be subject to (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the Extraordinary General Meeting; (ii) the Registry of Corporate Affairs in the British Virgin Islands approving the Change of Company Name and entering the new name on the register; and (iii) the issuance by the Registry of Corporate Affairs in the British Virgin Islands of a certificate of the change of name of the Company.

Subject to the satisfaction of the above conditions, the new name of the Company will take effect from the date of the issuance by the Registry of Corporate Affairs in the British Virgin Islands of a certificate of the change of the name of the Company. The Company will carry out all necessary registration and/or filing procedures with the Registry of Corporate Affairs in the British Virgin Islands and the Companies Registry in Hong Kong.

### Effects on the Change of Company Name

The proposed Change of Company Name will not affect any of the rights of the Shareholders.

The Change of Company Name will be effective from the date of issuance by the Registry of Corporate Affairs in the British Virgin Islands of a certificate of the change of the name of the Company.

Thereafter, share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates in issue bearing the existing name of the Company will, after the Change of Company Name has become effective, continue to be

## LETTER FROM THE BOARD

effective as documents of title to and be valid for trading, settlement, and registration and delivery purposes. There will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

Subject to the results of the Extraordinary General Meeting and the confirmation of the Stock Exchange, the stock short name (in English and Chinese) of the Company for trading in the Shares will be changed after the Change of Company Name becoming effective. The Company will make further announcement(s) as and when appropriate on the results of the Extraordinary General Meeting, the effective dates of the proposed Change of Company Name and the change of stock short name for the purpose of trading on the Stock Exchange.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION**

In view of the proposed Change of Company Name, the Board also proposes to make certain amendments to the Memorandum of Association and Articles of Association as detailed hereinbelow in order to reflect the change and seek the approval of the Shareholders by way of a special resolution for the proposed amendments to the Memorandum of Association and Articles of Association at the Extraordinary General Meeting.

The Company's legal advisers have confirmed that the proposed amendments to the Memorandum of Association and Articles of Association are in compliance with the requirements of the Listing Rules and the laws of the British Virgin Islands. The Company also confirmed that there is nothing unusual about the proposed amendments to the Memorandum of Association and Articles of Association for a company listed in Hong Kong.

In accordance with Article 9 of the existing Memorandum of Association and Article 33 of the existing Articles of Association, the proposed amendments to the Memorandum of Association and Articles of Association as set out in the Notice of Extraordinary General Meeting will be subject to the approval by the Shareholders by way of a special resolution.

#### **Proposed Amendments to the Memorandum of Association**

The existing Memorandum shall be amended by deleting the name "Winsway Enterprises Holdings Limited 永暉實業控股股份有限公司" on the cover page, on the heading of page 1 of the Memorandum, in Clause 1.1 of the Memorandum and in the definition of "Company" in Clause 10.1 of the Memorandum and substituting therefor "E-Commodities Holdings Limited 易大宗控股有限公司".

#### **Proposed Amendments to the Articles of Association**

The Articles shall be amended by deleting the name "Winsway Enterprises Holdings Limited 永暉實業控股股份有限公司" on the cover page of the Articles and on the heading of page 2 of the Articles and substituting therefor "E-Commodities Holdings Limited 易大宗控股有限公司".

## **LETTER FROM THE BOARD**

### **ACTION TO BE TAKEN**

A form of proxy for use at the Extraordinary General Meeting is enclosed. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and, in any event so as to be received not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the meeting if you so wish.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Extraordinary General Meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Extraordinary General Meeting pursuant to Article 11.6 of the Articles of Association and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **CLOSURE OF REGISTER OF MEMBERS**

Shareholders whose names appear on the Company's register of members on Monday, 1 August 2016 will be eligible to attend and vote at the Extraordinary General Meeting. The transfer books and register of members will be closed from Thursday, 28 July 2016 to Monday, 1 August 2016, both days inclusive, during which period no transfer of Shares will be effected. In order to determine the identity of Shareholders who are entitled to attend and vote at the Extraordinary 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 Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 27 July 2016.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.



|                              |
|------------------------------|
| <b>LETTER FROM THE BOARD</b> |
|------------------------------|

**RECOMMENDATION**

The Directors believe that the proposed Change of Company Name, the amendments to the Memorandum and Articles of Association, are all in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions to be proposed at the Extraordinary General Meeting.

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING



### 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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extraordinary 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 Monday, 1 August 2016 at 2:00 p.m. for the following purposes:

### SPECIAL RESOLUTIONS OF MEMBERS

1. As special business to consider and, if thought appropriate, pass with or without amendments, the following resolutions as special resolutions:

(A) **"THAT** subject to and conditional upon the approval of the Registry of Corporate Affairs in the British Virgin Islands, the name of the Company be changed from "Winsway Enterprises Holdings Limited 永暉實業控股股份有限公司" to "E-Commodities Holdings Limited 易大宗控股有限公司", and that the directors and/or the company secretary of the Company be and are hereby authorised to take such actions and to sign and execute such documents as they may consider necessary or expedient to give effect to the foregoing and to attend any necessary registration and/or filing for and on behalf of the Company."

(B) **"THAT** conditional upon Resolution 1(A) in the notice of this meeting of which this special resolution forms a part being passed, the existing memorandum of association ("**Memorandum of Association**") and articles of association ("**Articles of Association**") of the Company be amended in the following manner:

#### (a) **Memorandum of Association**

by deleting the name "Winsway Enterprises Holdings Limited 永暉實業控股股份有限公司" on the cover page, on the heading of page 1 of the Memorandum of Association, in Clause 1.1 of the Memorandum of Association and in the definition of "Company" in Clause 10.1 of the Memorandum of Association and substituting therefor "E-Commodities Holdings Limited 易大宗控股有限公司".

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### (b) Articles of Association

by deleting the name “Winsway Enterprises Holdings Limited 永暉實業控股股份有限公司” on the cover page of the Articles of Association and on the heading of page 2 of the Articles of Association and substituting therefor “E-Commodities Holdings Limited 易大宗控股有限公司”.

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

Hong Kong, 11 July 2016

*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 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 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 Thursday, 28 July 2016 to Monday, 1 August 2016, 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 Extraordinary 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 Wednesday, 27 July 2016.
5. As at the date of this notice, the executive directors of the Company are Ms. Zhu Hongchan, Ms. Cao Xinyi and Mr. Wang Yaxu 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.