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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 SCHEME MEETING

**IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE**

MISCELLANEOUS PROCEEDINGS NO. 453 OF 2016

**IN THE MATTER OF SECTIONS 670(1), 671 OF THE COMPANIES
ORDINANCE, CHAPTER 622 OF THE LAWS OF HONG KONG**

AND

IN THE MATTER OF WINSWAY ENTERPRISES HOLDINGS LIMITED

**IN THE EASTERN CARIBBEAN SUPREME COURT
IN THE HIGH COURT OF JUSTICE
VIRGIN ISLANDS**

COMMERCIAL DIVISION

CLAIM No. BVI HCV(COM) 31 of 2016

**IN THE MATTER OF WINSWAY ENTERPRISES HOLDINGS LIMITED
AND IN THE MATTER OF SECTION 179A OF THE BVI BUSINESS
COMPANIES ACT 2004**

Terms defined in this Notice of Scheme Meeting have the same meanings as in the proposed scheme of arrangement under section 673 and 674 of the Companies Ordinance (Cap 622) of Hong Kong between Winsway Enterprises Holdings Limited (the “**Company**”) and the Scheme Creditors (the “**Hong Kong Scheme**”), and the proposed scheme of arrangement under section 179A of the BVI Business Companies Act 2004 between the Company and the Scheme Creditors (the “**BVI Scheme**”).

NOTICE IS HEREBY GIVEN that, by orders dated 21 March 2016 and 22 March 2016 (the “**Orders**”) made in the above matters, the High Court of the Hong Kong Special Administrative Region and the Commercial Division of the Eastern Caribbean Supreme Court (the “**Courts**”) have directed respectively that a meeting (the “**Scheme Meeting**”) be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Hong Kong Scheme and the BVI Scheme (together the “**Schemes**”).

The Scheme Meeting will be held at the offices of Stephenson Harwood, 18th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong, at 10.00 a.m. on Tuesday 3 May 2016 (Hong Kong time)/10:00 p.m. on 2 May 2016 (BVI time). All Scheme Creditors are requested to attend at such place and time either in person or by proxy.

Scheme Creditors may vote in person at the Scheme Meeting or they may appoint another person, whether a Scheme Creditor or not, as their proxy to attend and vote in their place. Each Scheme Creditor or his/her proxy will be required to register their attendance at the Scheme Meeting prior to its commencement. Registration will commence at 8.00 am (Hong Kong time) on the date of the Scheme Meeting and any Scheme Creditor who wishes to attend should produce a duplicate copy of the Account Holder Letter by 9.00am (Hong Kong time) on the date of the Scheme Meeting.

It is requested that Account Holder Letters are completed and submitted to Bondholder Communications Group (Attention of Wendy Cole), 30 Broad Street, 46th Floor, New York, NY 10004 (fax: +1 212 437 9827; email: wcole@bondcom.com) by not later than 5.00 pm (New York time) on Friday 29 April 2016 (5.00pm BVI time on Friday 29 April 2016 / 5.00am Hong Kong time on 30 April 2016) in accordance with the instructions set out in the Account Holder Letter.

Copies of the explanatory statement together with the Schemes required to be provided pursuant to section 671 of the Companies Ordinance and in accordance with the practice administered in the BVI are available from the Scheme Website at www.bondcom.com/winswayscheme.

Hard copies of the explanatory statement together with the Schemes and the solicitation packet (which contains copies of the voting and proxy forms) can be obtained free of charge by any person entitled to attend the Scheme Meeting, during usual business hours on any day (other than Saturdays, Sundays or statutory holidays) prior to the day appointed for the Scheme Meeting, from Stephenson Harwood, 18th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong and Walkers at 171 Main Street, PO Box 92, Road Town, Tortola, VG1110, British Virgin Islands upon reasonable prior notice given to those firms.

By the Orders, the Courts have appointed Ms. Cao Xinyi or, failing her, a suitable alternative nominated by the Company, to act as chairperson of the Scheme Meeting and has directed the chairperson to report the result of the Scheme Meeting to the Courts.

The Schemes will be subject to the subsequent approval of the Courts and to the fulfilment or waiver (as applicable) of the conditions of the Schemes as set out in the Explanatory Statement.

The petition seeking sanction of the BVI Scheme from the Commercial Division of the Eastern Caribbean Supreme Court shall be heard at 10.00 a.m. (BVI time) on Wednesday 11 May 2016. The petition seeking sanction of the Hong Kong Scheme from the High Court of the Hong Kong Special Administrative Region shall be heard at 10.00 a.m. (Hong Kong time) on Tuesday 17 May 2016. All Scheme Creditors are entitled to attend the sanction hearing in BVI and Hong Kong in person or through counsel to support or oppose the sanctioning of either scheme.

The Company will make further announcements in respect of further progress of the Schemes as and when appropriate.

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

Hong Kong, 24 March 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.