

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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) REVISED EXPECTED TIMETABLE
OF THE SHARE CONSOLIDATION, THE RIGHTS ISSUE;
AND**

(2) SUPPLEMENTAL INFORMATION IN RELATION TO CIRCULAR

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 announcements of the Company dated 24 March 2016 and 14 April 2016 respectively and 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.

REVISED EXPECTED TIMETABLE

The Board wishes to inform Shareholders that the sanction hearing for the BVI Scheme scheduled for 11 May 2016 has been relisted for hearing on 2 June 2016. Reference is made to page ii of the Circular, in which attention is drawn to the material conditions precedent which will need to be satisfied on or before the first day of dealings in the Consolidated Shares on an ex-rights basis. The Board wishes to further inform Shareholders and potential investors that the BVI Court sanction hearing (being one of such stated material conditions precedent) will not be now be satisfied before the first day of dealings on an ex-rights basis. **Since such condition will not have been satisfied before dealings commence on an ex-**

rights basis, Shareholders and potential investors should exercise particular caution when dealing in the Shares on or after the ex-rights date and before the outcome of the BVI Court sanction hearing has been announced.

Other than the timetable change mentioned above, there is currently no other proposed change to the expected timetable for the Share Consolidation, the Rights Issue and the change of board lot size, as revised and set out below.

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

Event	2016 (Hong Kong time)
Despatch of circular with notice and proxy forms for the EGM.....	Monday, 25 April
Scheme Meetings.....	10:00 am on Tuesday, 3 May
Latest time for lodging transfers of Shares in order to qualify for the attendance and voting at the EGM	4:30 p.m. on Wednesday, 11 May
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
Effective date of the Share Consolidation	Tuesday, 17 May
Commencement of dealings in the Consolidated Shares.....	9:00 a.m. on Tuesday, 17 May
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 Tuesday, 17 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 Tuesday, 17 May
First day of free exchange of existing certificates for new share certificates for the Consolidated Shares commences.....	Tuesday, 17 May

Hong Kong Court Sanction Hearing..... 10:00 a.m. on Tuesday, 17 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 Tuesday, 31 May

Parallel trading in Consolidated Shares in the form
of new Consolidated Share certificates and
existing Share certificates commences..... 9:00 a.m. on Tuesday, 31 May

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 Tuesday, 31 May

First day of dealing in nil-paid Rights Shares 9:00 a.m. on Thursday, 2 June

BVI Court Sanction Hearing..... 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 Tuesday, 21 June

Parallel trading in Consolidated Shares in the form
of new Consolidated Share certificates
and existing Share certificates closes..... 4:00 p.m. on Tuesday, 21 June

Designated broker ceases to stand in the market
to provide matching services for odd lots of
Consolidated Shares 4:00 p.m. on Tuesday, 21 June

Latest time for Termination of the Underwriting
Agreement 4:00 p.m. on Wednesday, 22 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 Thursday, 23 June

Restructuring Effective Date..... Thursday, 23 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

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.

SUPPLEMENTAL INFORMATION IN RELATION TO THE CIRCULAR

The Board would like to provide the following additional information to the Circular as required under the Takeovers Code and certain of which has previously been include in the Circular:

1. As disclosed in the Circular, upon the Controlling Shareholder Group's renunciation of their entitlements and assuming no acceptances by the other Qualifying Shareholders of their Rights Issue entitlements, Famous Speech would be required to take up 565,979,787 Underwritten Shares and would also receive 1,697,939,361 Anti-dilution Shares. In such circumstances, the total shareholding of Famous Speech and its concert parties including but not limited to the Controlling Shareholder Group, upon issuance of the Rights Shares, the Anti-dilution Shares and the Scheme Shares would amount to a maximum of approximately 77.52% of the then issued Consolidated Shares as enlarged by the issue of the Rights Shares, the Anti-dilution Shares, in which a shareholding interest of 2.52% will be held by the sub-underwriter to ensure that the Company maintains its public float under the Listing Rules. **In such circumstances, upon completion of the Rights Issue, subject to the granting of the Whitewash Waiver, which is one of the conditions of the Rights Issue, Famous Speech and its concert parties would hold more than 50% of the then issued Consolidated Shares as enlarged by the issuance of the Rights Shares, the Anti-dilution Shares and the Scheme Shares in which case, Famous Speech and its concert parties may acquire further voting rights in the Company without incurring any further obligation under Rule 26 of the Takeovers Code to make a general offer.**
2. Appendix I of the Circular contains a summary of the audited financial results of the Group for each of the three years ended 31 December 2013, 2014 and 2015, in respect of which results, there are no items in any of such years which are exceptional items because of their size, nature or incidence.
3. During the period from the six (6) months prior to 26 November 2015 and until the Latest Practicable Date, none of the Underwriter, any person acting or presumed to be acting in concert with the Underwriter or the director of the Underwriter had borrowed or lent any shares or convertible securities, warrants, options or derivatives in respect of the Shares.

4. As at the Latest Practicable Date, Mr. James Downing and Mr. George Jay Hambro have expressed an intention to vote in favour of the resolutions in relation to (i) the Rights Issue; (ii) the Underwriting Agreement; (iii) the Whitewash Waiver, (iv) the Amendment of Articles; (v) the Specific Mandate; (vi) the issuance of the CVRs; (vii) the CVR Specific Mandate; (viii) the Special Deal and (ix) the Share Consolidation at the EGM in respect of their own respective beneficial shareholdings. None of the other Directors, had any beneficial interest in any Shares as at the Latest Practicable Date save for Share Options held by each of them (as disclosed under paragraph headed “Disclosure of interests” in Appendix III) which would not confer any voting rights to any of them at the EGM.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE RIGHTS SHARES

The Rights Issue is conditional upon the satisfaction of certain conditions as described in the section headed “Conditions of the Rights Issue” in the Circular and is inter-conditional with the Debt Restructuring. In particular, attention is drawn to the following conditions that must be satisfied (i) the Underwriting Agreement having become unconditional and not having been terminated (see the section headed “Termination of the Underwriting Agreement” in the Circular); (ii) the parties to the Underwriting Agreement complying with their obligations hereunder; (iii) the Executive granting the Whitewash Waiver; (iv) the Schemes being sanctioned and all conditions precedent to the Schemes (and any other documentation giving effect to the Debt Restructuring), other than the completion of the Rights Issue, having been satisfied; and (v) the Independent Shareholders approving the Rights Issue and the transactions contemplated thereunder, including the Underwriting Agreement, the Whitewash Waiver, the issue of the CVRs, the Specific Mandate, the CVR Specific Mandate and the Special Deal. Famous Speech is a special purpose vehicle whose ordinary course of business does not include underwriting. It is reliant upon external funding to underwrite the Rights Issue and such funding is not at this stage committed. If the conditions of the Rights Issue are not fulfilled or if Famous Speech exercises the right to terminate the Underwriting Agreement pursuant to the terms therein, the Rights Issue will not proceed.

Alternatively, if Famous Speech fails to secure its external funding it will unlikely be able to comply with its obligations under the Underwriting Agreement and the Rights Issue will not proceed.

Should the Rights Issue not proceed, the conditions to the Debt Restructuring will not be fulfilled. Accordingly, the Debt Restructuring will not proceed and the ability of the Company to continue trading on a solvent basis will be in material doubt. Any Shareholders or potential investors contemplating selling or purchasing Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue remain to be fulfilled will bear the risk that the Rights Issue might not become unconditional and might not proceed. Dealings in the Shares on an ex-rights basis are expected from Thursday, 19 May 2016. Dealings in the Rights Shares in nil-paid form are expected to take place from Thursday, 2 June 2016 to Friday, 10 June 2016 (both days inclusive). Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any party who is in any doubt about his/her/its position or any action to be

taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

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

Hong Kong, 29 April 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.