
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following words and expressions have the following meanings.

“Application Form(s)”	.....	WHITE, YELLOW and GREEN application form(s), or where the context so requires, any of them, relating to the Hong Kong Public Offering
“Articles of Association” or “Articles”	.....	the articles of association of our Company as amended from time to time
“associate(s)”	.....	has the meaning ascribed to it in the Listing Rules
“AUD”	.....	Australian dollars, the lawful currency of Australia
“Baogang Group”	.....	Baotou Iron & Steel (Group) Co., Ltd., a leading iron and steel manufacturer in Inner Mongolia and one of our key customers
“Baotou Haotong”	.....	包頭市浩通能源有限責任公司 (Baotou-city Haotong Energy Co., Ltd.*), a company established under the laws of the PRC with limited liability on 18 September 2008 and our indirectly wholly-owned subsidiary
“Baotou Mandula”	.....	包頭市滿都拉永暉能源有限公司 (Baotou Mandula Winsway Energy Co., Ltd.*), a company established under the laws of the PRC with limited liability on 21 January 2010 and our indirectly wholly-owned subsidiary
“Bayannao’er Winsway”	.....	巴彥淖爾市如意永暉能源有限公司 (Bayannao’er City Ruyi Winsway Energy Co., Ltd.*), a company established under the laws of the PRC with limited liability on 14 July 2010 which is owned as to 51% by Inner Mongolia Haotong and 49% by Mongolia Hutie
“Beijing Winsway”	.....	北京永暉投資管理有限公司 (Beijing Winsway Investment Management Co., Ltd.*), a Sino-foreign joint venture company established under the laws of the PRC with limited liability on 6 November 1995, our indirectly wholly-owned subsidiary and now a wholly foreign-owned enterprise
“Beijing Winsway Investment”	.....	北京永暉投資有限公司 (Beijing Winsway Investment Co., Ltd.*), a company established under the laws of the PRC with limited liability on 18 November 1999 and indirectly owned by Mr. Wang
“Board”	.....	our board of Directors
“Business Day”	.....	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	.....	the British Virgin Islands

DEFINITIONS

“CAGR(s)”	.....	compound annual growth rate
“CCASS”	.....	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	.....	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	.....	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	.....	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	.....	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“Champaign”	.....	Champaign Holdings Limited, a company incorporated under the laws of the BVI with limited liability on 23 April 2010 and wholly-owned by Wong Im Lei, an Independent Third Party
“Cheer Top”	.....	Cheer Top Enterprises Limited, a company incorporated under the laws of the BVI with limited liability on 5 January 2005 and our indirectly wholly-owned subsidiary
“China” or “PRC”	.....	the People’s Republic of China, but for the purpose of this prospectus and for geographical reference only and except where the context requires, references in this prospectus to “China” and the “PRC” do not apply to Taiwan, the Macau Special Administrative Region and Hong Kong
“Chongqing Huize”	.....	重慶滙澤石油化工有限公司 (Chongqing Huize Petrochemicals Co., Ltd.*), a company established under the laws of the PRC with limited liability on 11 December 2003
“CIS”	.....	the Commonwealth of Independent States
“CIT”	.....	the PRC corporate income tax
“Color Future”	.....	Color Future International Limited, a company incorporated under the laws of the BVI with limited liability on 5 January 2005 and our indirectly wholly-owned subsidiary
“Companies Act”	.....	the BVI Business Companies Act 2004 and any amendment thereto
“Company”, “our Company”, “we” or “us”	.....	Winsway Coking Coal Holdings Limited (永暉焦煤股份有限公司), a company incorporated under the laws of the BVI with limited liability on 17 September 2007

DEFINITIONS

- “connected person” has the meaning ascribed to it in the Listing Rules
- “Controlling Shareholders” has the meaning ascribed to it under the Listing Rules and, unless the context otherwise requires, refers to Mr. Wang, Winsway Group Holdings and Winsway Resources Holdings
- “Convertible Bonds” collectively (i) the three-year convertible bonds due 2013 in the principal aggregate amount of US\$50,000,000 issued by our Company to Coppermine and Silver Grant on 20 April 2010 and (ii) the three-year convertible bonds due 2013 in the principal amount US\$10,000,000 issued by our Company to ITOCHU on 30 April 2010
- “Coppermine” Coppermine Resources Limited, a company incorporated under the laws of the BVI on 12 January 2001 with its registered address at P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, BVI
- “Deutsche Bank” Deutsche Bank AG, Hong Kong Branch
- “Director(s)” the director(s) of our Company
- “East Wuzhumuqin Qi Haotong” 東烏珠穆沁旗浩通能源有限公司 (East Wuzhumuqin Qi Haotong Energy Co., Ltd.*), a company established under the laws of the PRC with limited liability on 29 July 2008 and our indirectly wholly-owned subsidiary
- “Ejinaqi Haotong” 額濟納旗浩通能源有限公司 (Ejina Qi Haotong Energy Co., Ltd.*), a company established under the laws of the PRC with limited liability on 19 May 2008 and our indirectly wholly-owned subsidiary
- “Ejinaqi Winsway” 額濟納旗如意永暉能源有限公司 (Ejina Qi Ruyi Winsway Energy Co., Ltd.*), a company established under the laws of the PRC with limited liability on 30 June 2010 which is owned as to 51% by Inner Mongolia Haotong and 49% by Mongolia Hutie
- “EnerStar” EnerStar Investment Limited, a company incorporated under the laws of the BVI with limited liability on 21 March 2001 which is an entity wholly-owned by Mr. Wang
- “Erlianhaote Haotong” 二連浩特浩通能源有限公司 (Erlianhaote Haotong Energy Co., Ltd.*), a company established under the laws of the PRC with limited liability on 18 January 2007 and our indirect non-wholly-owned subsidiary
- “Erlianhaote Winsway Logistics” 二連浩特如意永暉物流有限責任公司 (Erlianhaote Ruyi Winsway Logistics Co., Ltd.*), a company established under the laws of the PRC with limited liability on 14 May 2010 which is owned as to 51% by Inner Mongolia Haotong and 49% by Mongolia Hutie

DEFINITIONS

“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Placing
“Goldliq”	Goldliq B.V.B.A., a company incorporated under the laws of Belgium with limited liability on 29 January 1991, in which Mr. Wang held 100% equity interest during the period from 6 November 1995 till 13 May 2005
“Gold Shine”	Gold Shine Enterprise Limited, a company incorporated under the laws of the BVI with limited liability on 10 April 2008 which is owned by Guo Qi, an Independent Third Party
“Goldman Sachs”	Goldman Sachs (Asia) L.L.C.
“GREEN Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group” or “our Group”	our Company and its subsidiaries, and where the context so requires, in respect of the period prior to our Company becoming the holding company of its current subsidiaries, such subsidiaries as if they were our Company’s subsidiaries during such period
“Hebei Steel”	Hebei Metals and Minerals Corp., Ltd., a leading steel supplier in Hebei and one of our key customers
“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hohhot Railway Bureau”	呼和浩特鐵路局 (the Hohhot Railway Bureau*), a regional railway bureau under the jurisdiction of the Ministry of Railway of the PRC and an Independent Third Party
“Hong Kong” or “HK”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Companies Ordinance”	the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended from time to time)
“Hong Kong Offer Shares”	the 99,000,000 Shares initially offered by our Company for subscription pursuant to the Hong Kong Public Offering (subject to adjustments as described in the section headed “Structure of the Global Offering” in this prospectus)

DEFINITIONS

- “Hong Kong Public Offering” the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price and subject to the terms and conditions set out in this prospectus and the Application Forms
- “Hong Kong Share Registrar” Computershare Hong Kong Investor Services Limited
- “Hong Kong Stock Exchange” The Stock Exchange of Hong Kong Limited
- “Hong Kong Underwriters” the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
- “Hong Kong Underwriting Agreement” the underwriting agreement dated 24 September 2010 relating to the Hong Kong Public Offering entered into by our Company, the Controlling Shareholders, the Joint Global Coordinators, the Joint Bookrunners and the Hong Kong Underwriters as further described in the section headed “Underwriting” in this prospectus
- “Independent Third Party(ies)” a person(s) or company(ies) who/which is/are independent of and not connected with our Company and our connected persons
- “IFRSs” International Financial Reporting Standards
- “Inner Mongolia” Inner Mongolia Autonomous Region
- “Inner Mongolia Haotong” 內蒙古浩通能源股份有限公司 (Inner Mongolia Haotong Energy Joint Stock Co., Ltd.*), a joint stock company established under the laws of the PRC on 18 November 2005 and our indirectly wholly-owned subsidiary
- “Inner Mongolia Hutie Winsway Logistics” 內蒙古呼鐵永暉物流有限公司 (Inner Mongolia Hutie Winsway Logistics Co., Ltd.*), a company established under the laws of the PRC with limited liability on 22 July 2010 which is owned as to 51% by Inner Mongolia Haotong, 35% by Mongolia Hutie Investment and 14% by Ulanqab Huatong Logistics
- “International Placing” the conditional placing by the International Underwriters of the International Placing Shares with QIBs in the US in reliance on Rule 144A or another available exemption under the US Securities Act, and outside the US in reliance on Regulation S, as further described in the section headed “Structure of the Global Offering” in this prospectus
- “International Placing Shares” the 891,000,000 Shares initially being offered by our Company for subscription at the Offer Price pursuant to the International Placing together, where relevant, with any additional Shares

DEFINITIONS

	sold pursuant to the exercise of the Over-allotment Option (subject to adjustments as described in the section headed “Structure of the Global Offering” in this prospectus)
“International Underwriters”	the underwriters of the International Placing, led by the Joint Bookrunners and who are expected to enter into the International Underwriting Agreement to underwrite the International Placing
“International Underwriting Agreement”	the international underwriting agreement relating to the International Placing to be entered into by our Company, the Selling Shareholders, the Controlling Shareholders, the International Underwriters and the Joint Global Coordinators and the Joint Bookrunners on or around 30 September 2010, as further described in the section headed “Underwriting” in this prospectus
“ITOCHU”	ITOCHU Corporation, a company with its principal place of business at 5-1, Kita-Aoyama 2-chome, Minato-ku, Tokyo 107-8077, Japan
“Joint Bookrunners”	Deutsche Bank, Goldman Sachs and Merrill Lynch International
“Joint Global Coordinators” or “Joint Sponsors”	Deutsche Bank and Goldman Sachs
“Joint Lead Managers”	Deutsche Bank, Goldman Sachs and Merrill Lynch Far East Limited for the Hong Kong Public Offering, and Deutsche Bank, Goldman Sachs and Merrill Lynch International for the International Placing
“King & Wood”	King & Wood PRC Lawyers
“King Resources”	King Resources Holdings Limited, a company established under the laws of the BVI with limited liability on 2 January 2009 and our indirectly wholly-owned subsidiary
“Latest Practicable Date”	17 September 2010, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing”	the listing of our Shares on the Main Board
“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on 11 October 2010, on which dealings in our Shares first commence on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

DEFINITIONS

- “Longkou Winsway” 龍口市永暉能源有限公司 (Longkou Winsway Energy Co., Ltd.*), a company established under the laws of the PRC with limited liability on 27 April 2010 and our indirectly wholly-owned subsidiary
- “Lucky Colour” Lucky Colour Limited, a company established under the laws of the BVI with limited liability on 11 March 2008 and our wholly-owned subsidiary
- “Macau” the Macau Special Administrative Region of the People’s Republic of China
- “Main Board” the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
- “Manzhouli Haitie Yonghui” 滿洲里海鐵永暉儲運有限公司 (Manzhouli Haitie Yonghui Storage & Transportation Co., Ltd.*), a joint venture established under the laws of the PRC with limited liability on 1 March 1995 as to 50% equity interest held by Goldliq and 50% equity interest held by 哈爾濱鐵路局對外經濟技術合作公司海拉爾分公司 (Harbin Railway Bureau Foreign Economic and Technological Cooperation Company Halaer Branch Company*)
- “Manzhouli Haotong” 滿洲里浩通能源有限公司 (Manzhouli Haotong Energy Co., Ltd.*), a company established under the laws of the PRC on 23 December 2009 and our indirectly wholly-owned subsidiary
- “Memorandum of Association” or
“Memorandum” the memorandum of association of our Company as amended from time to time
- “Mongolia Hutie” 內蒙古呼鐵對外經濟技術合作集團有限責任公司 (Inner Mongolia Hutie Foreign Economic and Technological Cooperation Group Co., Ltd.*), a company established under the laws of the PRC with limited liability on 24 February 2003 and an Independent Third Party
- “Mongolia Hutie Investment” 內蒙古呼鐵投資發展中心 (Inner Mongolia Hutie Investment Development Center*), a state owned company established under the laws of the PRC and an Independent Third Party
- “Moveday” Moveday Enterprises Ltd, a company established under the laws of British Virgin Islands and an Independent Third Party
- “Mr. Huo” 霍力先生 (Huo Li), a PRC citizen and an Independent Third Party
- “Mr. Jia” 賈利俊先生 (Jia Lijun), a PRC citizen and a director, member of the senior management and/or legal representative of certain of our subsidiaries

DEFINITIONS

“Mr. Li”	李明先生 (Li Ming), a PRC citizen and the legal representative of one of our subsidiaries
“Mr. Wang” or “Founder”	王興春先生 (Wang Xingchun), our chairman, Chief Executive Officer and the ultimate Controlling Shareholder of our Company
“Mr. Zhu”	朱慶讓先生 (Zhu Qingrang), a PRC citizen and a member of the senior management of our Company, as well as a director, a legal representative and/or member of the senior management of certain of our subsidiaries
“Nantong Haotong”	南通浩通能源有限公司 (Nantong Haotong Energy Co., Ltd.*), a company established under the laws of the PRC with limited liability on 24 February 2009 and our indirectly wholly-owned subsidiary
“Non-competition Deed”	a non-competition deed entered into between the Controlling Shareholders and the Company dated 22 September 2010 in respect of certain non-competition undertakings given by the Controlling Shareholders in favour of the Group
“NPC”	中國全國人民代表大會 (the National People’s Congress of the PRC)
“Offer Price”	the final Hong Kong dollar offer price per Offer Share (exclusive of brokerage fee of 1%, Hong Kong Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%) of not more than HK\$4.50 and expected to be not less than HK\$3.25, at which the Offer Shares are to be subscribed pursuant to the Hong Kong Public Offering
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares together, where relevant, with any additional Shares sold pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option granted by the Selling Shareholders to the International Underwriters, exercisable by the Stabilising Manager on behalf of the International Underwriters, pursuant to the International Underwriting Agreement, pursuant to which the Selling Shareholders may be required to sell up to an aggregate of 148,500,000 additional Offer Shares, representing 15% of the Shares initially being offered under the Global Offering, at the Offer Price, to solely cover over-allocations in the International Placing, details of which are described in the section headed “Structure of the Global Offering” in this prospectus
“PBOC”	中國人民銀行 (the People’s Bank of China), the central bank of the PRC

DEFINITIONS

- “Peabody Energy” Peabody Energy Corporation (NYSE: BTU), a leading listed international coal company and one of our suppliers of seaborne coal
- “Peabody Energy Consideration Shares” such number of Shares as shall be equal to US\$10,000,000 divided by the final Offer Price to be issued to Peabody Energy as settlement of a facilitation fee payable to Peabody Energy in connection with the cooperation and facilitation fee agreement dated 29 June 2010 between our Company, Lucky Colour, Peabody Holland and Peabody Energy
- “Peabody Holland” Peabody Holland B.V., a private company with limited liability incorporated under the laws of Netherlands and a subsidiary of Peabody Energy
- “Peabody-Winsway JV” Peabody-Winsway Resources B.V. (formerly known as Peabody-Polo Resources B.V.), a private company incorporated under the laws of Netherlands
- “Peabody-Winsway Mongolia” Peabody-Winsway Resources, LLC (formerly known as Peabody-Polo Resources, LLC), a private company incorporated under the laws of Mongolia
- “Polo Resources” Polo Resources Limited (AIM: POL and TSX: POL), a listed mining and exploration group focused on investing in or acquiring and developing advanced stage coal and uranium projects
- “Polo Resources Coöperatief” Polo Resources Coöperatief U.A., a co-operative incorporated under the laws of Netherlands and a subsidiary of Polo Resources
- “PRC Company Law” the Company Law of the PRC (《中華人民共和國公司法》), as amended and adopted by the Standing Committee of the tenth session of the NPC on 27 October 2005 and effective 1 January 2006, as amended, supplemented or otherwise modified from time to time
- “PRC Government” or “State” the government of the PRC, including all governmental subdivisions (including central, provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
- “Preference Shares” the 363,636,364 redeemable convertible preference shares in the amount of US\$60,000,000 issued by our Company to Winstar on 18 April 2010
- “Pre-IPO Investors” HOPU, China Minmetals Corporation, Silver Grant, ITOCHU and any one of them, a Pre-IPO Investor

DEFINITIONS

“Pre-IPO Individual Investors”	Sparkle Land, Top Dream, Gold Shine, Unique Grace, Samtop, Champaign and any one of them, a Pre-IPO Individual Investor
“Pre-IPO Option Scheme”	the pre-IPO option scheme conditionally adopted by us on 30 June 2010, a summary of the principal terms of which is set forth in the section headed “Pre-IPO Option Scheme” in Appendix VII to this prospectus
“Price Determination Date”	the date, expected to be on or around Thursday, 30 September 2010, but no later than Wednesday, 6 October 2010, on which the Offer Price is to be fixed by agreement between our Company and the Joint Bookrunners (on behalf of the Underwriters) for the purposes of the Global Offering
“Qualified Institutional Buyers” or “QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Ray Splendid”	Ray Splendid Limited, a company incorporated under the laws of the BVI with limited liability on 17 August 2007 and is wholly-owned by Mr. Cui Yong who is an executive Director
“Reach Goal”	Reach Goal Management Ltd., a company incorporated under the laws of the BVI with limited liability on 2 January 2009 and our indirectly wholly-owned subsidiary
“Regulation S”	Regulation S under the US Securities Act
“Reorganisation”	the reorganisation arrangements undergone by the Group in preparation for Listing as described in the section headed “History, Reorganisation and Group Structure” in this prospectus
“Risun Coke”	Risun Coking Holding Co., Ltd., a company specialising in the production, processing and selling of coke and coke by-products and one of our key customers
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of the PRC
“Royce Petrochemicals”	Royce Petrochemicals Limited, a company incorporated under the laws of the BVI with limited liability on 28 October 2005 and our indirectly wholly-owned subsidiary
“Rule 144A”	Rule 144A under the US Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)
“Sale Shares”	a total of up to 148,500,000 Shares being offered for sale by the Selling Shareholders upon the exercise of the Over-allotment Option

DEFINITIONS

“Samtop”	Samtop Development Limited, a company incorporated under the laws of the BVI on 6 April 2010 which is owned as to 60% by Wu Hongmei (吳紅梅) and 40% as to Fu Rong (付榮), each of whom being an Independent Third Party
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council
“Selling Shareholders”	Winsway Resources Holdings, Winsway International Petroleum & Chemicals, Winstar, Coppermine and Silver Grant
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	ordinary share(s) with no par value of our Company
“Shareholders”	holders of our Shares
“Silver Grant”	Silver Grant International Industries Ltd., a company with its principal place of business at Suite 4901, 49 th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong and listed on the Hong Kong Stock Exchange (Stock Code: 171)
“Sincere Hill”	Sincere Hill Management Limited, a company established under the laws of the BVI with limited liability on 25 October 2009 and indirectly wholly-owned by Mr. Wang
“Singapore Dollars”	Singapore dollars, the lawful currency of Singapore
“Sparkle Land”	Sparkle Land Limited, a company incorporated under the laws of the BVI with limited liability on 29 December 2009 and wholly-owned by Wu Sek Un, an Independent Third Party
“Stabilising Manager”	Goldman Sachs or any of its affiliates or any persons acting for it
“State Administration of Taxation”	中國國家稅務總局 (the State Administration of Taxation of the PRC)
“State Council”	the State Council of the PRC (中國國務院)
“Stock Borrowing Agreement”	a stock borrowing agreement to be entered into between the Stabilising Manager or any of its affiliates or any persons acting for it and Winsway Resources Holdings before the Listing Date

DEFINITIONS

- “subsidiary(ies)” has the meaning ascribed to it in section 2 of the Hong Kong Companies Ordinance
- “Substantial Shareholder” has the meaning ascribed to it under the Listing Rules
- “SUEK AG” SUEK AG, the exclusive exporting company of Open Joint Stock Company “Siberian Coal Energy Company” (OJSC “SUEK”), the Russian largest coal producer, and also one of our suppliers of seaborne coal
- “Suifenhe Winsway” 綏芬河永暉能源有限公司 (Suifenhe Winsway Resources Co., Ltd.*), a company established under the laws of the PRC on 24 December 2009 and our indirectly wholly-owned subsidiary
- “Takeovers Code” the Hong Kong Code on Takeovers and Mergers
- “Tangshan Jiahua” Bcdw (Tangshan) Jiahua Coking & Chemical Co., Ltd., a company principally engaged in petroleum and coal products manufacturing and one of our key customers
- “Top Dream” Top Dream Holdings Limited, a company incorporated under the laws of the BVI with limited liability on 30 October 2009 and wholly-owned by Guo Qi, an Independent Third Party
- “Track Record Period” the period comprising the three years ended 31 December 2009
- “Ulanqab Haotong” 烏蘭察布市浩通能源有限責任公司 (Ulanqab Haotong Energy Co., Ltd.*), a company established under the laws of the PRC with limited liability on 2 March 2010 and our indirectly wholly-owned subsidiary
- “Ulanqab Huatong Logistics” 烏蘭察布華通物流有限責任公司 (Ulanqab Huatong Logistics Co., Ltd.*), a company established under the laws of the PRC with limited liability on 12 October 1989 and an Independent Third Party
- “Underwriters” the Hong Kong Underwriters and the International Underwriters
- “Underwriting Agreements” the Hong Kong Underwriting Agreement and the International Underwriting Agreement
- “Unique Grace” Unique Grace Management Limited, a company incorporated under the laws of the BVI with limited liability on 12 January 2010 and wholly-owned by Chen Shuaiyun
- “United States”, “US” or “USA” the United States of America, its territories, its possessions and all areas subject to its jurisdiction
- “Urad Zhongqi Haotong” 烏拉特中旗如意浩通能源有限公司 (Urad Zhongqi Ruyi Haotong Energy Co., Ltd.*), a company established under the laws of

DEFINITIONS

- the PRC with limited liability on 14 July 2010 which is owned as to 51% by Inner Mongolia Haotong and 49% by Mongolia Hutie
- “US\$”, “USD” or “US dollars” United States dollars, the lawful currency of the United States
- “US Securities Act” the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
- “VAT” value-added tax
- “White Form eIPO” the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of **White Form eIPO** at www.eipo.com.hk
- “White Form eIPO Service Provider” Computershare Hong Kong Investor Services Limited
- “Winstar” Winstar Capital Group Limited, a company incorporated under the laws of the BVI on 18 August 2009 with its registered office at Horizon Chambers, P.O. Box 4622, Road Town, Tortola, BVI
- “Winsway Australia” Winsway Australia Pty. Ltd., a company incorporated under the laws of Australia with limited liability on 9 November 2009 and our indirectly wholly-owned subsidiary
- “Winsway Coking Coal Holdings (HK)” Winsway Coking Coal (HK) Holdings Limited, a company incorporated under the laws of Hong Kong with limited liability on 23 October 2009 and our wholly-owned subsidiary
- “Winsway Coking Coal Macao” Winsway Coking Coal (Macao Commercial Offshore) Limited (永暉焦煤(澳門離岸商業服務)有限公司), a company incorporated under the laws of Macau with limited liability on 2 August 2010 and our wholly-owned subsidiary
- “Winsway Group” the group of companies established and/or incorporated by Mr. Wang and/or his associates which is not a member of our Group
- “Winsway Group Holdings” Winsway Group Holdings Limited, a company incorporated under the laws of the BVI with limited liability on 1 March 2001 and wholly-owned by Mr. Wang
- “Winsway International Petroleum & Chemicals” Winsway International Petroleum & Chemicals Limited, a company incorporated under the laws of the BVI with limited liability on 18 August 2005 and indirectly wholly-owned by Mr. Wang

DEFINITIONS

“Winsway Logistics”	Winsway Coking Coal Logistics Co., Limited, a company incorporated under the laws of Hong Kong with limited liability on 22 December 2009 and our wholly-owned subsidiary
“Winsway Macao”	Winsway (Group) Enterprises Limited (永暉集團有限公司), a company incorporated under the laws of Macao with limited liability on 12 June 1995 and wholly-owned by Mr. Wang
“Winsway Mongolian Transportation”	Winsway Mongolian Transportation Pte. Ltd., a company incorporated under the laws of Singapore with limited liability on 10 May 2010 and our directly wholly-owned subsidiary
“Winsway Petroleum Holdings”	Winsway Petroleum Holdings Limited, a company incorporated under the laws of the BVI with limited liability on 9 September 2009 and indirectly wholly-owned by Mr. Wang
“Winsway Resources Holdings”	Winsway Resources Holdings Limited, a company incorporated under the laws of the BVI with limited liability on 23 September 2008 and indirectly wholly-owned by Mr. Wang
“Winsway Singapore”	Winsway Resources Holdings Private Limited, a company incorporated under the laws of Singapore with limited liability on 31 December 2009 and our wholly-owned subsidiary
“Xinjiang Winsway”	新疆永暉能源有限公司 (Xinjiang Winsway Energy Co., Ltd.*), a company established under the laws of the PRC with limited liability on 9 August 2010 and our indirectly wholly-owned subsidiary
“Xixiaozhao Railway”	西甘鐵路有限公司 (Xixiaozhao Gants Mod Railway Co., Ltd.*), a company established under the laws of the PRC with limited liability on 7 December 2009 in which we hold a 5% equity interest
“Yingkou Haotong”	營口浩通礦業有限公司 (Yingkou Haotong Mining Co., Ltd.*), a company established under the laws of the PRC with limited liability on 16 November 2009 and our indirectly wholly-owned subsidiary
“Yiteng”	烏拉特中旗毅騰礦業有限責任公司 (Urad Zhongqi Yiteng Mining Co., Ltd.*), a company established under the laws of the PRC with limited liability on 7 September 2005 and our indirectly wholly-owned subsidiary
“%”	per cent

* The English names of the PRC entities or organisations or individuals mentioned in this prospectus marked “*” are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese name shall prevail.

Unless otherwise specified, all references to any shareholdings in our Company assume no exercise of the Over-allotment Option or any options granted under the Pre-IPO Option Scheme.