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WINSWAY[®]

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)

**ANNUAL RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 DECEMBER 2011**

FINANCIAL HIGHLIGHTS

- Turnover of the Group in 2011 was HK\$11,610 million, representing an increase of HK\$2,338 million or 25.22% over 2010.
- Profit attributable to equity shareholders of the Company in 2011 was HK\$1,051 million, representing an increase of HK\$122 million or 13.13% over 2010.
- Diluted earnings per share were HK\$0.275.
- The Board recommends a final dividend of HK\$0.016 per share for the year ended 31 December 2011.

The board (the “Board”) of directors (“Directors”) of Winsway Coking Coal Holdings Limited (the “Company”) is pleased to present the annual results of the Company and its subsidiaries (the “Group”, “Winsway”, “we” or “us”) for the year ended 31 December 2011 together with comparative figures in 2010.

The Board recommends the payment of a final dividend of HK\$0.016 per share for the year ended 31 December 2011.

CONSOLIDATED INCOME STATEMENT

for the year ended 31 December 2011

(Expressed in Hong Kong dollars)

	Note	2011 \$'000	2010 \$'000
Turnover	4	11,610,413	9,271,665
Cost of sales		<u>(9,413,413)</u>	<u>(7,154,115)</u>
Gross profit		2,197,000	2,117,550
Other revenue		131,075	25,972
Distribution costs		(354,652)	(471,487)
Administrative expenses		(427,969)	(358,533)
Other operating expenses, net		<u>(3,748)</u>	<u>(11,166)</u>
Profit from operating activities		1,541,706	1,302,336
Finance income		315,867	65,825
Finance costs		<u>(406,275)</u>	<u>(179,928)</u>
Net financial costs		<u>(90,408)</u>	<u>(114,103)</u>
Share of losses of a jointly controlled entity		<u>(28,462)</u>	<u>(8,080)</u>
Profit before taxation		1,422,836	1,180,153
Income tax	5(a)	<u>(371,079)</u>	<u>(251,390)</u>
Profit for the year		1,051,757	928,763
Attributable to:			
Equity shareholders of the Company		1,051,003	928,826
Non-controlling interests		<u>754</u>	<u>(63)</u>
Profit for the year		1,051,757	928,763
Earnings per share (HK\$)	6		
— Basic		0.278	0.352
— Diluted		<u>0.275</u>	<u>0.346</u>

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2011

(Expressed in Hong Kong dollars)

	<i>Note</i>	2011 \$'000	2010 \$'000
Profit for the year		1,051,757	928,763
Other comprehensive income for the year:			
Exchange differences arising on translation (net of income tax)		<u>131,244</u>	<u>45,164</u>
Total comprehensive income for the year		<u>1,183,001</u>	<u>973,927</u>
Attributable to:			
Equity shareholders of the Company		1,179,595	971,957
Non-controlling interests		<u>3,406</u>	<u>1,970</u>
Total comprehensive income for the year		<u>1,183,001</u>	<u>973,927</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

at 31 December 2011

(Expressed in Hong Kong dollars)

	<i>Note</i>	2011 \$'000	2010 \$'000
Non-current assets			
Property, plant and equipment, net		1,292,504	473,927
Construction in progress		335,326	281,879
Lease prepayments		361,342	204,784
Intangible assets		2,518	237
Interest in a jointly controlled entity		359,915	362,956
Other investments in equity securities		395,186	89,054
Other non-current assets		1,100,908	—
Deferred tax assets	5(b)	77,194	48,262
Total non-current assets		<u>3,924,893</u>	<u>1,461,099</u>
Current assets			
Inventories		3,935,871	1,972,557
Trade and other receivables	7	3,807,561	2,450,881
Trading securities		3,183	—
Restricted bank deposits		1,590,504	344,062
Cash and cash equivalents		3,137,752	2,894,421
Total current assets		<u>12,474,871</u>	<u>7,661,921</u>
Current liabilities			
Secured bank and other loans		660,925	1,010,109
Trade and other payables	8	4,316,503	1,317,368
Income tax payable	5(b)	171,988	90,708
Total current liabilities		<u>5,149,416</u>	<u>2,418,185</u>
Net current assets		<u>7,325,455</u>	<u>5,243,736</u>
Total assets less current liabilities		<u>11,250,348</u>	<u>6,704,835</u>

	<i>Note</i>	2011 \$'000	2010 \$'000
Non-current liabilities			
Secured bank and other loans		65,376	62,577
Senior notes		3,797,772	—
Deferred income		114,079	97,389
		<hr/>	<hr/>
Total non-current liabilities		3,977,227	159,966
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NET ASSETS		7,273,121	6,544,869
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CAPITAL AND RESERVES			
Share capital		4,992,291	5,014,339
Reserves		2,238,644	1,454,489
		<hr/>	<hr/>
Total equity attributable to equity shareholders of the Company		7,230,935	6,468,828
Non-controlling interests		42,186	76,041
		<hr/>	<hr/>
TOTAL EQUITY		7,273,121	6,544,869
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Notes:

1. CORPORATE INFORMATION AND GROUP REORGANISATION

The Company was incorporated in the British Virgin Islands (“BVI”) on 17 September 2007 with limited liability under the Business Companies Act of the British Virgin Islands (2004). At the date of incorporation, the Company was named as “China Bestway Resources Holdings Limited”. The name of the Company was subsequently changed to “China Bestway Resources Holdings Limited” and “Winsway Coking Coal Holdings Limited” on 28 January 2008 and 29 July 2009 respectively. The Company and its subsidiaries are principally engaged in the processing and trading of coking coal and related products, investment holding in a jointly controlled entity developing in coal mills and rendering of logistics services. The consolidated financial statements of the Company for the year ended 31 December 2011 comprise the Company and its subsidiaries (collectively referred to as the “Group”).

Pursuant to a group reorganisation completed on 9 August 2010 (the “Reorganisation”) to rationalise the group structure for the public listing of the Company’s shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Company became the holding company of the companies now comprising the Group. Details of the Reorganisation are set out in the prospectus of the Company dated 27 September 2010. The Company’s shares were listed on the Stock Exchange on 11 October 2010.

The Group is regarded as a continuing group resulting from the Reorganisation under common control. The assets and liabilities of the Company and its subsidiaries under common control have been accounted for at historical costs and the consolidated financial statements of the Company prior to the Reorganisation have been presented to include the results of operations and the assets and liabilities of the Company and its subsidiaries on a combined basis.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The consolidated financial statements for the year ended 31 December 2011 comprise the Company and its subsidiaries and the Group’s interest in a jointly controlled entity.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following are stated at their fair value as explained in the accounting policies set out below:

- Share-based payments
- Derivative financial instruments
- Trading securities

The preparation of these financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs that have significant effect on these consolidated financial statements.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is different from the functional currency of the Company and its major subsidiaries. The Company’s functional currency is United States dollars (“US\$”). As the Company is a listed company in Hong Kong, the directors of the Company consider that it is appropriate to present the consolidated financial statements in HK\$.

3. CHANGES IN ACCOUNTING POLICIES

(a) Revised IFRSs, amendments to IFRSs and new interpretations

The IASB has issued a number of amendments to IFRSs and one new Interpretation that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group’s financial statements:

- Revised IAS 24, Related party disclosures
- Improvements to IFRSs (2010)

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

The impact of the developments are discussed below:

- Revised IAS 24 revises the definition of a related party. As a result, the Group has re-assessed the identification of related parties and concluded that the revised definition does not have any material impact on the Group’s related party disclosures in the current and previous period. Revised IAS 24 also introduces modified disclosure requirements for government-related entities. This does not impact the Group because the Group is not a government-related entity.

- *Improvements to IFRSs (2010)* omnibus standard introduces a number of amendments to the disclosure requirements in IFRS 7, *Financial instruments: Disclosures*. These amendments do not have any material impact on the classification, recognition and measurements of the amounts recognised in the financial statements in the current and previous periods.

4. TURNOVER

The Group is principally engaged in the processing and trading of coking coal and related products and rendering of logistics services. Turnover represents the sales value of goods sold, net of value added tax and other sales taxes and is after any trade discounts, and revenue from rendering of logistics services. The amount of each significant category of revenue recognised in turnover during the year is as follows:

	2011	2010
	\$'000	\$'000
Cleaned coking coal	5,795,880	4,284,114
Raw coking coal	922,413	789,320
Hard coal	3,776,550	4,155,712
Thermal coal	23,414	—
Coke	522,253	—
Coal slime, Middlings and Shale	531,151	30,234
Rendering of logistics services	12,543	—
Others	26,209	12,285
	<u>11,610,413</u>	<u>9,271,665</u>

The Group's customer base is diversified and includes only one customer (2010: one) with whom transactions have exceeded 10% of the Group's revenues.

In 2011, revenue from sales of coking coal to this PRC-based customer, including sales to entities which are known to the Group to be under common control with this customer, amounted to approximately \$1,207 million (2010: \$1,219 million).

5(a) INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT

(1) Taxation in the consolidated income statement represents:

	2011	2010
	\$'000	\$'000
Current tax — Hong Kong Profits Tax		
Provision for the year	805	—
Current tax — Outside Hong Kong		
Provision for the year	397,322	263,971
Deferred tax		
Origination and reversal of temporary differences	<u>(27,048)</u>	<u>(12,581)</u>
	<u>371,079</u>	<u>251,390</u>

Pursuant to the rules and regulations of the BVI, the Group is not subject to any income tax in the BVI.

The provision for Hong Kong Profits Tax for 2011 is calculated at 16.5% (2010: 16.5%) of the estimated assessable profits for the year.

The provision for PRC current income tax is based on a statutory rate of 25% (2010: 25%) of the assessable profit as determined in accordance with the relevant income tax rules and regulations of the PRC.

Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant jurisdictions.

(2) Reconciliation between tax expense and accounting profit at applicable tax rates:

	2011	2010
	\$'000	\$'000
Profit before taxation	<u>1,422,836</u>	<u>1,180,153</u>
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	328,911	226,014
Tax effect of non-deductible expenses	49,195	945
Tax effect of deferred tax assets on unrealised profits	(16,411)	12,705
Recognition of previous years' tax losses	(6,748)	—
Tax effect of unused tax losses not recognised	<u>16,132</u>	<u>11,726</u>
Actual tax expense	<u><u>371,079</u></u>	<u><u>251,390</u></u>

5(b) INCOME TAX IN THE STATEMENT OF CONSOLIDATED FINANCIAL POSITION

(1) Current taxation in the statement of consolidated financial position represents:

	The Group	
	2011	2010
	\$'000	\$'000
At 1 January	90,708	35,709
Provision for the year	398,127	263,971
Income tax paid	(331,206)	(211,275)
Exchange adjustments	<u>14,359</u>	<u>2,303</u>
At 31 December	<u><u>171,988</u></u>	<u><u>90,708</u></u>

(2) Deferred tax assets recognised:

The components of deferred tax assets recognised in the consolidated statement of financial position and the movements during the year are as follows:

	The Group				
	Inventory	Tax	Government	Unrealised	
	provision	losses	grants	profits	Total
	\$'000	\$'000	\$'000	on intra- group transactions	\$'000
At 1 January 2010	—	—	19,509	14,825	34,334
(Charged)/credited to income statement	—	—	(124)	12,705	12,581
Exchange adjustments	—	—	414	933	1,347
	<u>—</u>	<u>—</u>	<u>19,799</u>	<u>28,463</u>	<u>48,262</u>
At 31 December 2010	<u>—</u>	<u>—</u>	<u>19,799</u>	<u>28,463</u>	<u>48,262</u>
At 1 January 2011	—	—	19,799	28,463	48,262
Credited to income statement	3,606	3,608	3,423	16,411	27,048
Exchange adjustments	86	85	1,713	—	1,884
	<u>3,692</u>	<u>3,693</u>	<u>24,935</u>	<u>44,874</u>	<u>77,194</u>
At 31 December 2011	<u>3,692</u>	<u>3,693</u>	<u>24,935</u>	<u>44,874</u>	<u>77,194</u>

6. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of \$1,051,003,000 (2010: \$872,734,000) and the weighted average of 3,785,420,000 ordinary shares (2010: 2,480,152,375 shares) in issue during the year.

Since the impact on earnings of conversion of redeemable convertible preferred shares to ordinary shares is greater than that on the weighted average number of ordinary shares during the year ended 31 December 2010, they were treated as anti-dilutive in the year ended 31 December 2010. As a result, the calculation of diluted earnings per share did not assume conversion of redeemable convertible preferred shares during the year ended 31 December 2010.

The basic earnings per share is calculated as follows:

(i) Profit attributable to ordinary equity shareholders of the Company (basic)

	2011	2010
	\$'000	\$'000
Profit attributable to equity shareholders of the Company	1,051,003	928,826
Profit attributable to the holder of redeemable convertible preferred shares	<u>—</u>	<u>(56,092)</u>
Profit attributable to ordinary equity shareholders of the Company (basic)	<u>1,051,003</u>	<u>872,734</u>

(ii) Weighted average number of ordinary shares (basic)

	2011	2010
	'000	'000
Issued ordinary shares at 1 January	3,788,261	2,060,606
Effect of issues of ordinary shares under the public offering	—	222,411
Effect of conversion of redeemable convertible preferred shares	—	97,634
Effect of conversion of convertible bonds	—	94,786
Effect of conversion of payable in connection with acquisition of the jointly controlled entity	—	4,715
Effect of exercise of share options	1,991	—
Effect of repurchase and cancellation of issued shares	<u>(4,832)</u>	<u>—</u>
Weighted average number of ordinary shares (basic) as at 31 December	<u>3,785,420</u>	<u>2,480,152</u>

(b) Diluted earnings per share

The calculation of diluted earnings per share for the year ended 31 December 2011 is based on the profit attributable to ordinary equity shareholders of the Company of \$1,051,003,000 (2010: \$922,676,000) and the weighted average of 3,823,852,000 ordinary shares (2010: 2,665,520,781 shares) in issue during the year, calculated as follows:

(i) Profit attributable to ordinary equity shareholders of the Company (diluted)

	2011	2010
	\$'000	\$'000
Profit attributable to equity shareholders of the Company	1,051,003	872,734
After tax effect interest expense on liability component of convertible bonds	<u>—</u>	<u>49,942</u>
Profit attributable to ordinary equity shareholders of the Company (diluted)	<u>1,051,003</u>	<u>922,676</u>

(ii) Weighted average number of ordinary shares (diluted)

	2011	2010
	'000	'000
Weighted average number of ordinary shares as at 31 December	3,785,420	2,480,152
Effect of deemed issue of shares under the Company's share option scheme for nil consideration	38,432	15,390
Effect of conversion of convertible bonds	<u>—</u>	<u>169,979</u>
Weighted average number of ordinary shares (diluted) as at 31 December	<u>3,823,852</u>	<u>2,665,521</u>

7. TRADE AND OTHER RECEIVABLES

	The Group	
	2011	2010
	\$'000	\$'000
Trade receivables	1,266,483	800,904
Bills receivable	772,877	283,670
Receivables from import agents	1,017,350	380,264
Amounts due from related parties	740	1,222
Prepayments to suppliers	400,019	432,561
Loan to a third party company	62,152	311,328
Deposits and other receivables	287,940	240,932
	<u>3,807,561</u>	<u>2,450,881</u>

All of the trade and other receivables are expected to be recovered within one year.

The credit terms for trade debtors are generally within 90 days. Bills receivable are normally due within 90 days to 180 days from the date of issuing.

At 31 December 2011, trade and bills receivable of the Group of \$569,459,000 (2010: \$575,549,644) have been pledged as collateral for the Group's borrowings.

At 31 December 2011, bills receivable of the Group of \$2,312,236,000 (2010: \$791,301,472) were derecognised from the statement of financial position as the relevant bills have been discounted to banks on a non-recourse basis.

(a) Ageing analysis

Included in trade receivables, bills receivable and receivables from import agents are trade debtors with the ageing analysis as follows:

	The Group	
	2011	2010
	\$'000	\$'000
Current	3,004,698	1,464,838
Less than 3 months past due	37,877	—
More than 3 months but less than 12 months past due	14,135	—
	<u>3,056,710</u>	<u>1,464,838</u>

(b) Impairment of trade and other receivables

No allowance of impairment loss was recorded in respect of trade and other receivables for the year ended 31 December 2011.

Receivables that were neither past due nor impaired relate to customers for whom there was no recent history of default.

8. TRADE AND OTHER PAYABLES

	The Group	
	2011	2010
	\$'000	\$'000
Trade and bills payables	2,415,681	748,313
Payables to import agents	1,042,578	362,258
Prepayments from customers	378,983	33,167
Payables in connection with construction projects	202,980	12,770
Payables for purchase of equipment	54,631	12,817
Derivative financial instruments*	9,187	—
Others	212,463	148,043
	<u>4,316,503</u>	<u>1,317,368</u>

* Derivative financial instruments represent fair value of foreign exchange forward contracts as at 31 December 2011.

At 31 December 2011, bills payable amounting to \$2,062,494,000 (2010: \$222,423,806) was secured by bank deposit placed in a bank with an aggregate carrying value of \$1,340,065,000 (2010: \$42,453,721).

Trade and bills payables and payables to import agents are expected to be settled within one year or are repayable on demand. The maturity analysis of these payables is as follows:

	The Group	
	2011	2010
	\$'000	\$'000
Due within 1 month or on demand	1,275,509	888,147
Due after 1 month but within 3 months	841,620	—
Due after 3 months but within 6 months	903,597	222,424
Due after 6 months	437,533	—
	<u>3,458,259</u>	<u>1,110,571</u>

CHAIRMAN AND CEO'S STATEMENT

Dear Shareholders and Employees,

2011 has been a busy and rewarding year for Winsway Coking Coal Holdings Limited. Despite a delicate global economical environment, our day-to-day operations remained resilient with healthy growth in our core businesses. We successfully issued Senior Notes in the capital markets in order to earmark adequate capital for our long-term development. To complement our future growth strategy and to secure stable supply of premium hard coking coal, we announced an important acquisition of a Canadian company, Grande Cache Coal Corporation in partnership with Marubeni Corporation of Japan. I would like to extend my gratitude to all our shareholders for their continuous support and thank all of our employees for their contributions to the Company, throughout the year.

In 2011, we continued the construction of key infrastructure in strategic locations to develop our core coal transportation business, which included the completion of the two Sino-Mongolian border-crossing facilities at Ceke and Gants Mod, and the inland railway logistics park at Jining Qisumu. We significantly strengthened our transshipment and storage capacity, enhancing the overall logistical efficiency. We have also completed the construction of processing plants in the eastern coastal region of China, located in Yingkou and Longkou ports, as well as a new coal processing plant located in Jining. The combined capacity of these projects is 12 million tonnes per year. In addition, in order to further secure our railway transportation capacity, we have invested in a joint venture with the Ministry of Railways and other companies, which acquired 3,300 rail wagons in 2011. We further expanded our customer base from major domestic steel manufacturers to those in South Korea, Japan and Taiwan region. We continue to strengthen our cooperation with Peabody Energy by signing a memorandum of understanding to establish a joint venture for sales of thermal coal in China and the Asia-Pacific regions. Peabody Energy also became a substantial shareholder of Winsway holding 5.1% of the Company's outstanding shares. In January 2012, a representative from Peabody Energy joined Winsway's board of directors.

In April 2011, we issued US\$500 million of Senior Notes with a coupon rate of 8.5% per annum. The Senior Notes will be due in 2016 and are currently listed on the Singapore Exchange. Proceeds from the Senior Notes issuance have provided or are expected to provide sufficient funding for the acquisition of railway wagons and other transportation vehicles as well as the investment in railway infrastructure and upstream resources. As communicated to investors during the listing of Winsway and the issuance of the Senior Notes, the Group has adopted a strategy of expanding into the upstream market for its long-term development. The acquisition of Grande Cache in partnership with Marubeni is the first major step in the vertical integration of Winsway, securing high-quality coal reserves with low ash content and volatility. The acquisition also complements the core business of Winsway as a leading coking coal supplier. Our partner, Marubeni Corporation, is one of the largest trading houses in Japan and has contributed significant value to this acquisition. Marubeni has been a sales agent of Grande Cache in Japan for over 30 years and its exclusive agent in Japan since 2004. Having Marubeni as partner in the acquisition will be able to provide great synergy in bringing the product and marketing into the Asian market.

Winsway has also faced significant challenges in 2011. Our overall procurement amount and railway capacity allocation fell short of our expectations during the second half of the year. This resulted in less than expected revenue and earnings growth, as well as a large inventory buildup. In 2011, railway transportation capacity between Inner Mongolia and the coastal region of China stayed more or less flat while there was a significant increase in both thermal coal production in Inner Mongolia and coking coal production in the Republic of Mongolia. The province of Inner Mongolia, for the second consecutive time, produced more coal than Shanxi province and the Republic of Mongolia's coking coal production increased from 14 million tonnes in 2010 to roughly 20 million tonnes in 2011. Further during the winter months, the Chinese government allocated most of its railway capacity in the north to thermal coal transportation due to the increased demand of power and heating generation in the coastal region of China. Finally, there was significantly more competition on the Chinese side as several state-owned companies and numerous private entities have entered the market.

We believe that 2012 will be a challenging year for our business. Globally, the coking coal price continues to soften due to weaker demand in the first few months of the year given an uncertain macro-economic backdrop. The market challenges that developed during the second half of 2011 remains, including in particular increasing thermal coal production in Inner Mongolia, the increasing production of Mongolian coking coal, the limited increase in railway transportation capacity and greater competition. There is also a possibility of the domestic steel production slowing down this year if the Chinese economy is unable to pick up sufficiently. However, like many in the industry, we feel the coking coal market will stabilize during the second half of 2012 on the back of a stronger global economic recovery. We will continue to work with our various partners in the Mongolian coal business to further solidify our leading position. The coking coal industry is growing very fast and many interesting opportunities may present themselves. Reducing our inventory level will also be one of our major focuses for 2012. We will cooperate with upstream suppliers to lower our inventory to an efficient level and still be able to meet the demands of our customers. Our partner Marubeni and Winsway are in the process of integrating the Grande Cache asset. We hope to extract value from several areas of synergy among the three companies in marketing, operations, and logistics. With Winsway's knowledge in processing coal, we will be able to lower production cost and increase efficiency. Grande Cache's premium products and Marubeni's and Winsway's marketing strength in Asia will also allow us to take advantage of a potential market turnaround in the second part of 2012. This year, we will continue to work with Chinese companies to build a stronger relationship to further secure our railway allocation. Finally, we will continue to expand our services for Mongolian iron ore importation which we started in 2011. As market conditions improve, Winsway will benefit from its strong market position, close partnerships and vertically integrated platform.

Wang Xinghun

Chairman and CEO

Winsway Coking Coal Holdings Limited

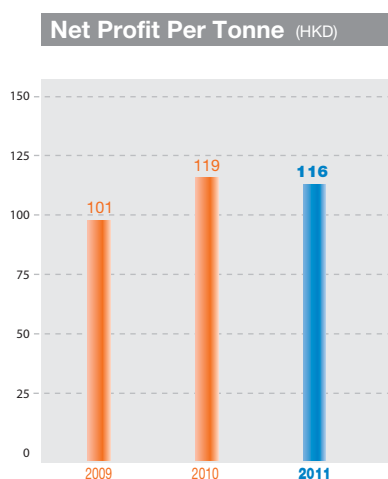
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND OPERATING RESULTS

The following discussions and analysis should be read in conjunction with the Group's financial statements and the notes thereto. The Group's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

I Overview

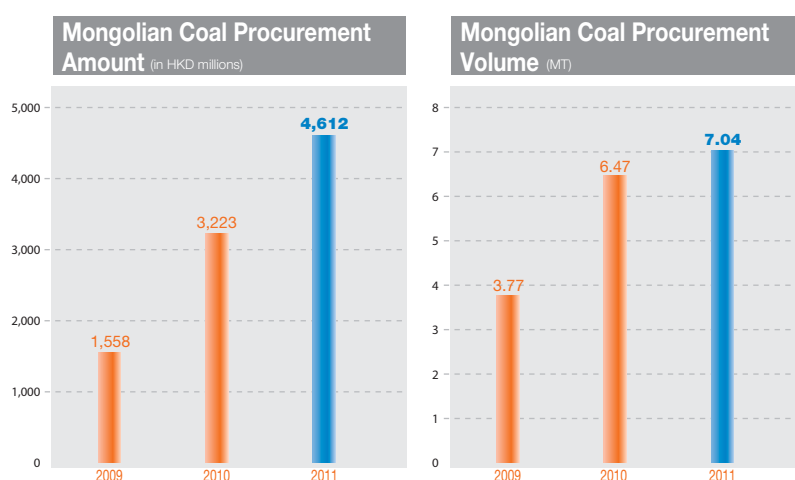
In 2011, our revenue increased by 25.22% to HK\$11,610 million from 2010's HK\$9,272 million. We sold a total of 6.92 million tonnes of Mongolian coal and 2.17 million tonnes of seaborne coal in 2011, representing 46.61% increase and 30.23% decrease year-on-year, respectively. Our net profit increased from 2010's HK\$929 million to 2011's HK\$1,052 million, an increase of 13.24%.

On a per-tonne basis, we achieved a unit net profit of HK\$116 in 2011, in line with our operational target.



II Mongolian Procurement

In 2011, we procured a total of 7.04 million tonnes of Mongolian raw coal and clean coal, representing a 8.81% increase in terms of Mongolian coal procurement over 2010 (6.47 million tonnes). This increase was less than expected and can be attributed to several factors. The most significant one is the fact that the Chinese government allocated most of its railway capacity in the north to thermal coal transportation in the winter due to the increased demand of power and heating generation needs in the coastal regions of China. This was exacerbated by the significant increase in both thermal coal production in Inner Mongolia and coking coal production in the Republic of Mongolia. The province of Inner Mongolia, for the second consecutive time, produced more coal than Shanxi province and the Republic of Mongolia's coking coal production increased from 14 million tonnes in 2010 to roughly 20 million tonnes in 2011, while at the same time the increase of railway transportation capacity between Inner Mongolia and the coastal region stayed more or less flat. Finally, there was significantly more competition on the Chinese side. Several state-owned companies and numerous private entities have now started to compete in this space.



Top Mongolian Suppliers

Suppliers	Description	Procurement Amount (HK\$ million)
Moveday Enterprises Limited	Coal	1,533
Undisclosed Mongolian Supplier	Coal	1,156
Mongolyn Alt (MAK) Corporation	Coal	723
SouthGobi	Coal	333

Note: Coal purchased from Moveday was mined by Tavan Tolgoi Corporation. Moveday also provided transportation service amounting to HK\$495 million in the year 2011. Our supplier base of Mongolian coal includes many of the major coking coal suppliers in Mongolia.

We currently have four Mongolian coal suppliers. In addition to the 10-year strategic contract that we have with Tavan Tolgoi Trans Co., Ltd Company ("TTC"), a 3-year strategic agreement with an undisclosed Mongolian supplier and a 5-year strategic agreement with SouthGobi, we have also successfully secured a 10-year strategic agreement with MAK with a minimum annual offtake volume of 3 million tonnes in 2011. This agreement further solidifies our position as one of the largest importers of Mongolian coal into China.

Long-term Offtake Agreement

	Period	Volume
--	--------	--------

TTC	2010–2020	Higher of 5.0 Mt per year or 50% of its total annual output, with an increase in volume each year based on actual production
Undisclosed Mongolian supplier	2010–2013	Up to 2.0 Mt per year
SouthGobi Sands LLC	2010–2015	Minimum 2.0 Mt per year
MAK	2011–2020	3.0 Mt per year ⁽¹⁾

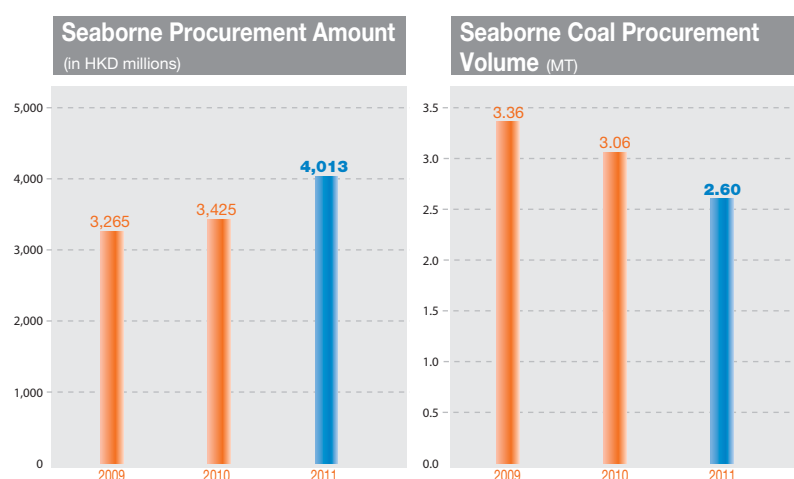
Note (1): According to a supplementary agreement to the coal supply agreement entered into between Winsway Resources Holdings Private Limited and MAK dated 18 March 2011, the total annual volume of coal to be supplied by MAK to the Group is increased from 1 million tonnes to 3 million tonnes.

Winsway will continue to service our Mongolian supplier base as many mining companies are planning to bring their production online in the near future, acting as the preferred bridge between them and the end user market located in coastal region of China.

In addition to coal products, we also started to provide service to iron ore producer in the year 2011, in which we serviced 0.48 million tonnes of iron ore through the Erlianhaote border crossing.

III Seaborne Procurement

In 2011, our seaborne procurement volume was approximately 2.60 million tonnes, an 15.03% decrease over 2010 due to softening coking coal market condition, as a result of declining demand from steel mills.



Top 5 Seaborne Suppliers (2011)

Suppliers	Amount (HK\$' millions)
Undisclosed International Supplier	597
Voex Resources Limited	462
Marubeni Corporation	455
Undisclosed International Supplier	358
Millennium Coal Pty Ltd	339

IV Infrastructure

Infrastructure building is at the heart of our business model and our infrastructure built-out achieved significant milestones in 2011. The Company completed construction of three railway logistics centres at Erlianhaote, Ceke and Jining. The completion of these railway logistic centres will greatly enhance the Company's transportation capacity and facilitate the growth of border-crossing volume. The construction of the coal processing plants at Jining, Bayuquan and Longkou port has been completed and they have commenced operation. Each of these three coal processing plants has an annual coal processing capacity of 4 million tonnes and will enhance the Company's ability to process raw coal both from the seaborne market and the Mongolian market.

Location	Project/(Equipment)	Description	Status	Production Capacity/ Processing Capacity
Ceke	Logistics Park	Consists of office buildings, commercial lots, staff quarters, canteens, boiler houses, maintenance workshops, coal storage wind shields, stockpile area, etc.	Completed	Ancillary facilities
	Railway loading system	Consists of transshipment stations and stockpile areas.	Completed	10.0 mt
	Air separation coal processing plant	Consists of air separation production lines and ancillary facilities such as men's and women's quarters.	Completed	1.2 mtpa
	Border-crossing conveyor belt	Consists of coal conveyor belts for coal transportation.	Construction in progress	6.0 mtpa transportation capacity
Erlianhaote	Railway logistics park	Consists of office buildings, boiler houses, maintenance workshops, stockpile areas, coal storage wind shields, and transshipment stations	Completed	6.0 mtpa

Location	Project/(Equipment)	Description	Status	Production Capacity/ Processing Capacity
Manzhouli	Logistics Park	Consists of ore stockpile areas, coal stockpile areas and roads.	Construction in progress	Ancillary facilities
	Railway loading system	Consists of transshipment stations and stockpile areas.	At the stage of design and planning	10.0 mtpa
	Dense medium processing plant	Dense medium coal processing plant and ancillary production and living facilities.	Construction in progress	3.0 mtpa
Grants Mod	Urad Zhongqi coal processing plant	Consists of three completed production lines, two slime re-selection lines (under construction), as well as ancillary facilities such as office buildings, staff quarters, canteens, shower rooms and gas stations.	Slime re-selection and two new coal stockpile areas under construction	Coal processing capacity 6.0 mtpa; Slime processing capacity 0.6 mtpa
	Railway logistics park	Consists of transshipment stations and stockpile areas.	Construction commencing soon	10.0 mtpa
	Logistics Park	Consists of staff quarters, commercial lots, canteens, boiler houses, water pump rooms, gas stations, motels, maintenance workshops, stockpile areas, and coal storage wind shields.	Currently in operation while undergoing upgrade.	Ancillary facilities
	Border-crossing conveyor belt	Consists of coal conveyor belts for coal transportation.	Construction in progress	6.0 mtpa
Jining	Jining coal processing plant	Consists of coal separation production lines and ancillary facilities such as men's and women's quarters.	Completed	4.0 mtpa
	Logistics Park	Bridge, telecommunication, track scale, railway station.	Construction in progress	10.0 mtpa
Yingkou	Bayuquan coal processing plant	Consists of coal processing plant and ancillary facilities.	Completed	4.0 mtpa

Location	Project/(Equipment)	Description	Status	Production Capacity/ Processing Capacity
Longkou	Longkou coal processing plant	Consists of coal processing plant, offices and ancillary facilities.	Completed	4.0 mtpa
	Longkou Docking facilities	Consists of a port berth	At the stage of design and planning	70,000–80,000 dead weight tonnes
Hunchun	Hunchun logistics park	Coal processing plant and rail logistic park	At the stage of design and planning	3.0 mtpa
Huayuan Joint Venture	Self-owned rolling stocks	3,300 rolling stocks owned by joint venture	Holding 3,300 rolling stocks	Est. capacity of 11.8 mtpa

V Our Customers

We continued to receive strong support from our customers in 2011. Our customers include steel mills and coke producers located in northern, coastal and central regions of China as well as in Japan and Taiwan region. In terms of sales, our top 5 end customers are as follows:

Winsway's Top 5 End Customers

Name	Type	Location	Amount (HK\$'mil)
Liu Steel	Steel Mill	Guangxi	1,207
Sha Steel	Steel Mill	Jiangsu	1,041
Marubeni Corporation	Trading	Japan	828
Wuhan Steel	Steel Mill	Hubei	595
Bao Steel	Steel Mill	Shanghai	518

VI Peabody-Winsway Joint Venture

The joint venture between Peabody Energy Corporation and the Group (“Peabody-Winsway Joint Venture”) has carried out continuous exploration work in Mongolia. We will continue to expand the scope of the exploration work to search for more potential coking coal resources. Also, in the year 2011, we successfully sold 8 non-viable licenses for approximately US\$ 7.8 million.

The operating losses of the Peabody-Winsway Joint Venture in 2011 were approximately HK\$56.92 million, out of which HK\$28.46 was borne by Winsway.

VII Financial Review

a. Sales

In 2011, our sales revenue grew 25.22% from 2010, to reach an all-time record of HK\$11.61 billion. This is the result of continued strong demand for coking coal from our customers in China and our improved ability to offtake and transport more coal from around the world, particularly from the Sino-Mongolian border crossings to our major customers on the east coast of China.

	Years ended 31 December		
	2009	2010	2011
	HK\$'000	HK\$'000	HK\$'000
Turnover			
Mongolian Coal	1,994,845	5,073,434	7,249,444
Seaborne Coal	3,215,877	4,155,712	3,776,550
Others	72,494	42,519	584,419
	<u>5,283,216</u>	<u>9,271,665</u>	<u>11,610,413</u>
Total	<u>5,283,216</u>	<u>9,271,665</u>	<u>11,610,413</u>

We sold a total of 9.09 million tonnes of coking coal in 2011, consisting of 6.92 million tonnes of Mongolian coal and 2.17 million tonnes of seaborne coal. We procured 7.04 million tonnes of Mongolian coal and 2.60 million tonnes of seaborne coal. As a result, the average selling price of our coking coal products increased 2.88%, from HK\$1,179 per tonne in 2010 to HK\$1,213 per tonne in 2011.

	Years ended 31 December					
	2009		2010		2011	
	Total sales volume	Average selling price	Total sales volume	Average selling price	Total sales volume	Average selling price
	(Tonnes)	(Per tonne)	(Tonnes)	(Per tonne)	(Tonnes)	(Per tonne)
		(HK\$)		(HK\$)		(HK\$)
Mongolian coal	2,140,892	932	4,720,952	1,075	6,918,383	1,048
Seaborne coal	<u>2,932,937</u>	<u>1,096</u>	<u>3,106,230</u>	<u>1,338</u>	<u>2,170,995</u>	<u>1,740</u>
Total	<u>5,073,829</u>	<u>1,027</u>	<u>7,827,182</u>	<u>1,179</u>	<u>9,089,378</u>	<u>1,213</u>

b. Cost of Goods Sold (“COGS”)

The increase of COGS in 2011 tracked the increase of our sales revenue to reach a total of HK\$9,413 million. COGS primarily consists of the cost of raw coal purchased, transportation costs of Mongolian coal from the Sino-Mongolian border to our washing plants and washing-related expenses.

The average purchase price of Mongolian coal increased as we started to procure clean coal in 2011. The average purchase price of Mongolian coal increased 31.53%, from HK\$498 per tonne in 2010 to HK\$655 per tonne in 2011, while the average purchase price of seaborne coal increased 37.98%, from HK\$1,119 per tonne in 2010 to HK\$1,544 per tonne in 2011.

	Years ended 31 December					
	2009		2010		2011	
	Total purchase volume (Tonnes)	Average purchase price (Per tonne) (HK\$)	Total purchase volume (Tonnes)	Average purchase price (Per tonne) (HK\$)	Total purchase volume (Tonnes)	Average purchase price (Per tonne) (HK\$)
Mongolian coal	3,771,636	413	6,472,246	498	7,043,057	655
Seaborne coal	3,361,228	971	3,062,230	1,119	2,599,308	1,544
Total	<u>7,132,864</u>	<u>676</u>	<u>9,534,476</u>	<u>697</u>	<u>9,642,365</u>	<u>894</u>

c. Gross Profit

2011 gross profit increased from HK\$2,118 million in 2010 to HK\$2,197 million in 2011. 2011 gross profit margin is about 18.92%.

d. Administrative Expenses

Administrative expenses increased from HK\$359 million in 2010 to HK\$428 million in 2011. The increase in the administrative expenses is in line with our business expansion. We have completed the construction of several washing plants and logistic parks which have been put into operation, so the staff headcount increased accordingly.

e. Net Finance Costs

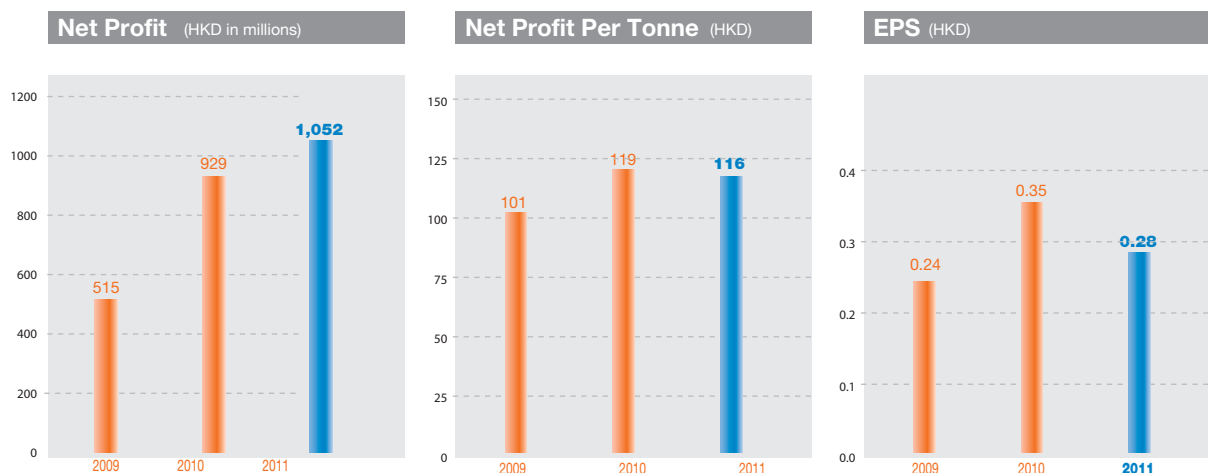
Net finance costs decreased from HK\$114 million in 2010 to HK\$90 million in 2011. Finance expenses consist of actual cash interest payments on bank loans and discounted bills as well as the interest of the Senior Notes. In April 2011, we issued US\$500 million Senior Notes with a coupon rate at 8.5%. The increase of the Senior Notes interest was offset by an increase in foreign exchange gain recorded in the overseas subsidiaries of the Group resulting from RMB appreciation during the period.

	Years ended 31 December		
	2009 <i>HK\$'000</i>	2010 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
Interest income	(7,041)	(18,768)	(108,193)
Foreign exchange gain, net	—	(47,057)	(207,674)
Finance income	<u>(7,041)</u>	<u>(65,825)</u>	<u>(315,867)</u>
Interest on secured bank and other loans	20,343	37,661	81,334
Interest on discounted bills	20,353	41,642	51,895
Interest on liability component of convertible Bonds	—	49,942	—
Interest on liability component of redeemable convertible preferred Shares	—	50,683	—
Interest on senior notes	—	—	253,477
Less: interest expense capitalised into construction in progress	—	—	<u>(4,425)</u>
Total interest expense	40,696	179,928	382,281
Foreign exchange loss, net	1,338	—	—
Bank changes	—	—	14,789
Net change in fair value of derivative financial instruments	—	—	<u>9,205</u>
Finance costs	<u>42,034</u>	<u>179,928</u>	<u>406,275</u>
Net Finance Costs	<u>34,993</u>	<u>114,103</u>	<u>90,408</u>

f. Net Profit and Earnings Per Share (“EPS”)

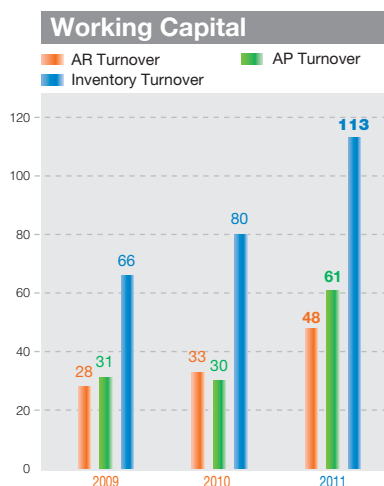
Net profit increased 13.24% from HK\$929 million in 2010 to HK\$1,052 million in 2011. This translates into a per tonne net profit of HK\$116 versus HK\$119 in 2010.

The EPS decreased from HK\$0.35 in 2010 to HK\$0.28 in 2011, as the weighted average number of shares diluted was significantly higher in 2011 (3.82 billion) than in 2010 (2.67 billion).



g. Working Capital

Our accounts receivable turnover days, accounts payable turnover days and inventory turnover days for 2011 were 48 days, 61 days and 113 days, respectively. As a result, on average our cash conversion cycle was approximately 100 days. Compared with figures in 2010, these figures are higher. This is primarily a result of the difficult operating environment in the second half of the year, particularly the lack of available railway capacity allocation due to a significant increase in thermal coal production in Inner Mongolia and the Chinese government’s mandate to give priority to thermal coal transportation during the winter. The stagnant railway capacity growth during the year also contributed to this difficulty. However, our strong liquidity and credit will continue to support our growth and working capital needs going forward.

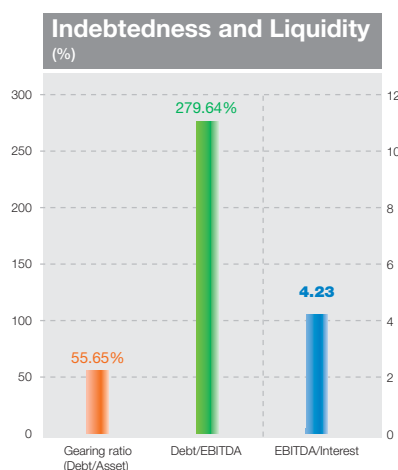


h. Property, Plant and Equipment (“PP&E”)

The aggregate value of fixed assets and construction in progress totaled HK\$1,628 million at the end of 2011, a 115.34% increase over 2010. New fixed assets included new railway logistics facilities, rolling stocks, border crossing facilities, washing plants, etc.

i. Indebtedness and Liquidity

The total bank and other loans at the end of 2011 amounted to HK\$726 million, the majority of which was for financing working capital. There was a 32.34% decrease over 2010 as a result of the issuance of the US\$ 500,000,000 Senior Notes, from which part of the proceeds was for working capital purposes. The range of interest rates per annum for bank loans and other loans was from 1.25% to 8.28%, while the range in 2010 was from 1.42% to 7.46%. As of 31 December 2011, the untapped credit line available to the Group was HK\$8,171 million. The Group’s gearing ratio as at 31 December 2011 was 55.65% (2010: 28.25%), which is calculated on the basis of the Group’s total liabilities divided by its total assets.



j. Contingent Liabilities

The Company’s existing subsidiaries, other than those established/incorporated under the laws of the PRC, Winsway Coking Coal (Macao Commercial Offshore) Limited, Winsway Coking Coal Holdings S.A.R.L, 092165 B.C. Ltd. and 1629835 Alberta Ltd., have provided guarantees for the Senior Notes issued in April 2011. The guarantees will be released upon the full and final payment and performance of all obligations of the Company under the Senior Notes.

k. Pledge of Assets

At 31 December 2011, bank and other loans amounting to \$88,456,000 (2010: \$435,394,838) were secured by bank deposits placed in banks with an aggregate carrying value of \$91,887,000 (2010: \$261,616,015).

At 31 December 2011, bank and other loans amounting to \$547,799,000 (2010: \$533,567,004) were secured by trade and bills receivables with an aggregate carrying value of \$569,459,000 (2010: \$575,549,644).

At 31 December 2011, bank and other loans amounting to \$90,046,000 (2010: \$23,614,000) were secured by land use right with an aggregate carrying value of \$83,855,000 (2010: \$55,245,106).

l. Operating Cash Flow

Our 2011 operating cash inflow was HK\$376 million versus HK\$47 million in 2010, primarily due to the increasing net profit and prudent management of working capital.

m. Capital Expenditure

Our 2011 capital expenditure amounted to HK\$643 million, a decrease of 24.88% over 2010.

n. Financing Cash Flow

We raised HK\$3,788 million through issuing US\$500 million Senior Notes in April 2011, with the net financing cashflow of HK\$2,627 million.

VIII Exposure to exchange rate fluctuations

Over 70% of the Group's turnover in 2011 are denominated in Renminbi. Over 85% of the Group's cost of coal purchased, and some of our operating expenses are denominated in US dollars. Fluctuations in exchange rates may adversely affect the value of the Group's net assets, earnings or any declared dividends as Renminbi is translated or converted into US dollars or Hong Kong dollars. Any unfavourable movement in the exchange rate may lead to an increase in the costs of the Group or a decline in sales, which could materially affect the Group's results of operations.

IX Final Dividends

The Board has resolved to recommend the payment of a final dividend of HK\$0.016 per share, which translates into 25% of the second half of 2011 net profit.

X Human Resources

a. Employee Overview

The Group aims to set up a performance-oriented compensation and benefit system while balancing the internal and external market in each different position. Strictly following PRC Labor Law and Labor Contract Law, the Group signs formal employment contracts with all employees and pays all mandatory social insurances schemes to the full amount. In addition, the Group purchases supplementary commercial insurance for its employees.

For the year ended 31 December 2011, there are 1,368 full-time employees in the company (excluding 656 labour dispatch staff). Detailed category of employees is as follows:

Functions	No. of Employee
Management, Administration & Finance	343
Front-line Production	422
Maintenance & Production Support	491
Sales & Marketing	44
Others (incl. Projects, CP)	68
	<hr/>
Total	<u><u>1,368</u></u>

For the year ended 31 December 2011, the staff costs (including Directors' remuneration in the form of salaries and other benefits) were approximately HK\$284 million (2010: HK\$214 million).

For the year ended 31 December 2011, the Group complied with the relevant PRC labour laws and regulations in all material respects, including contribution to social insurance schemes such as pension and medical schemes, and housing provident fund. In Hong Kong, the Group participated in a mandatory provident fund scheme for our employees in Hong Kong in accordance with the applicable Hong Kong laws and regulations.

b. *Employee Education Overview*

Qualifications	No. of employee	Percentage
Master & above	66	4.8%
Bachelor	253	18.5%
Diploma	483	35.3%
Middle-School (Secondary School) & below	566	41.4%
	<hr/>	<hr/>
Total	<u><u>1,368</u></u>	<u><u>100.0%</u></u>

c. *Training Overview*

Training is essential to the company as it helps improve employees' working capabilities and management skills. The Group sponsored various internal and external training programs in 2011, and accumulatively 4,096 participants are covered by these with approximately 103,000 training hours in total.

There were 3 new washing plants put into operation this year. The new staff orientation program covering company introduction, rules and discipline, safety and operation guidelines accounted for 33,465 training hours.

Some of our management staffs are participating EMBA program sponsored by the Company as well.

Training Courses	No. of hours	No. of participants
Safety training	23,210	1,255
Management training	2,270	253
New staff training	33,465	1,002
Operational expertise training	8,958	808
Other Training	34,985	778
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Total	<u>102,888</u>	<u>4,096</u>

XI Subsequent Events

On 1 November 2011, the Company announced that it had entered into a joint venture with Marubeni Corporation through a consortium vehicle to acquire the entire issued share capital of Grande Cache Coal Corporation (“Grand Cache”). The joint venture is indirectly held by the Company and Marubeni Corporation, whose effective interests in the consortium vehicle are 60% and 40%, respectively. Smokey River Coalfield, where Grande Cache operates, has long-standing and proven coal producing assets in Western Canada which also has significant potential for future expansion. The Smokey River Coalfield has an operating history dating back to 1969. In its fiscal year ended 31 March 2011, Grande Cache produced 1.4 million tonnes of clean coal and hopes to achieve an annual run rate of 3.5 million tonnes of production by the end of its fiscal year 2013. The acquisition is the first major step towards the vertical integration of the Company’s business model. Grande Cache’s low-volatility coking coal will provide excellent blending stock coal, which is complementary to the Company’s existing product offering. The Company believes that having a world-class coal mine in Canada diversifies the Company’s political and geographic risk profile. Canada has consistently ranked amongst the top investment destinations for foreign investors and this attractiveness is demonstrated by the level of investment in Canada from overseas investors. Having Marubeni Corporation as a partner will create significant synergy potential as both the Company and Marubeni Corporation have significant experience in marketing coal in the world’s two largest destinations for coking coal (China and Japan).

XII 2012 Outlook

Winsway has also faced significant challenges in 2011. Our overall procurement amount and railway capacity allocation fell short of our expectations during the second half of the year. This resulted in lower than expected revenue and earnings growth, as well as a large inventory buildup. During 2011 railway transportation capacity between Inner Mongolia and the coastal region stayed more or less flat while there was a significant increase in both thermal coal production in Inner Mongolia and coking coal production in the Republic of Mongolia. The province of Inner Mongolia, for the second consecutive time, produced more coal than Shanxi province and the Republic of Mongolia’s coking coal production increased from 14

million tonnes in 2010 to roughly 20 million tonnes in 2011. Further during the winter months, the Chinese government allocated most of its railway capacity in the north to thermal coal transportation due to the increased demand for power and heating generation in the coastal regions of China. Finally, there was significantly more competition on the Chinese side as several state-owned companies and numerous private entities have entered the market.

We believe that 2012 will be a challenging year for our business. Globally, the coking coal price continues to soften due to weaker demand in the first few months of the year given an uncertain macro-economic backdrop. The market challenges that developed during the second half of 2011 remains, particularly increasing thermal coal production in Inner Mongolia, increasing production of Mongolian coking coal, limited increase in railway transportation capacity, and greater competition. There is also a possibility of the domestic steel production slowing down this year if the Chinese economy is unable to pick up sufficiently. However, like many in the industry, we feel the coking coal market will stabilize during the second half of 2012 on the back of a stronger global economic recovery. We will continue to work with our various partners in the Mongolian coal business to further solidify our leading position. The coking coal industry is growing very fast and many interesting opportunities may present themselves. Reducing our inventory level will also be one of our major focuses for 2012. We will cooperate with upstream suppliers to lower our inventory to an efficient level and still be able to meet the demands of our customers. Our partner Marubeni and Winsway are in the process of integrating the Grande Cache asset. We hope to extract value from several areas of synergy among the three companies in marketing, operations, and logistics. With Winsway's knowledge in processing coal, we will be able to lower production cost and increase efficiency. Grande Cache's premium products and Marubeni's and Winsway's marketing strength in Asia will also allow us to take advantage of a potential market turnaround in the second part of 2012. This year, we would continue to work with Chinese companies to build a stronger relationship further secure our railway allocation. Finally, we will continue to expand our services for Mongolian iron ore importation which we started in 2011. As market conditions improve Winsway will benefit from its strong market position, close partnerships and vertically integrated platform.

SUPPLEMENTARY INFORMATION

Purchase, sale or redemption of the Company's listed securities

As at 31 December 2011, the Company had a total of 3,773,183,893 Shares in issue. The Company repurchased a total of 17,823,000 Shares on the Stock Exchange during the year ended 31 December 2011. Such shares were cancelled in November 2011, and the total number of Shares in issue was reduced accordingly.

Compliance with the Code on Corporate Governance Practices

Throughout the year ended 31 December 2011, the Company complied with the code provisions under the Code on Corporate Governance Practices (the "**CG Code**") contained in Appendix 14 to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange ("**Listing Rules**"), except for the Code Provision A.2.1 stipulated in the following paragraph.

Mr. Wang Xingchun is the Chairman and Chief Executive Officer of the Company. With extensive experience in the coking coal industry, Mr. Wang is responsible for the Group's overall strategic planning and the management of the Company's business. The Board considers that vesting the roles of chairman and chief executive officer in the same person is beneficial to the business prospects and management of the Group. The balance of power and authority is ensured by the operation of the senior management and the Board, which comprises experienced and high-calibre individuals. The Board currently comprises five executive Directors (including Mr. Wang), three non-executive Directors and four independent non-executive Directors and therefore has a strong element of independence in its composition. Except for the aforesaid deviation from the CG Code, the Company fully complied with all the Code Provisions under the CG Code throughout the year ended 31 December 2011.

Compliance with the Model Code for Securities Transactions by Directors of the Listed Issuers

The Company has adopted the Model Code for Securities Transactions by Directors of the Listed Issuers set out in Appendix 10 to the Listing Rules (the "Model Code") as its own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry of all the Directors of the Company, each Director confirmed that he/she has complied with the required standard set out in the Model Code throughout the year ended 31 December 2011.

Review of Annual Results

The audit committee of the Company has reviewed the annual results of the Group for the year ended 31 December 2011.

Final Dividend

The Board recommends the payment of a final dividend of HK\$0.016 per share for the year ended 31 December 2011.

The Board will make further announcement in respect of the book closure period and the record date for determining the entitlement to the proposed final dividend shortly after the date of the Company's forthcoming annual general meeting has been confirmed.

Disclosure of Information on the Hong Kong Stock Exchange's Website

This annual results announcement is published on the websites of the Company (www.winsway.com) and the Hong Kong Stock Exchange (www.hkexnews.hk). The annual report of the Company for the year ended 31 December 2011 will be dispatched to shareholders of the Company and will be available on the above websites in due course.

By Order of the Board
Winsway Coking Coal Holdings Limited
Wang Xingchun
Chairman

Hong Kong, 27 March 2012

As at the date of this announcement, the executive Directors of the Company are Mr. Wang Xingchun, Ms. Zhu Hongchan, Mr. Yasuhisa Yamamoto, Mr. Apolonius Struijk and Mr. Cui Yong, the non-executive Directors of the Company are Delbert Lee Lobb, Jr., Mr. Liu Qingchun and 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.