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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)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Winsway Coking Coal Holdings Limited (the “Company”) will be held at Statue Square, 2/F, Mandarin Oriental Hong Kong, No. 5 Connaught Road, Central, Hong Kong on 17 May 2012 at 10 a.m. to consider and, if thought fit, approve the following resolutions as resolutions of members of the Company, with or without amendments:

RESOLUTIONS OF MEMBERS

1. **“THAT:**

- (a) the Marubeni Master Supply Agreement (as defined in the circular of the Company dated 25 April 2012 (the “Circular”) of which this notice forms a part) entered into between the Company and Marubeni Corporation (a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the proposed caps of HK\$1,364 million, HK\$1,801 million and HK\$1,981 million in respect of the aggregate value of the transactions under the Marubeni Master Supply Agreement for each of the ten months ending 31 December 2012 and the two financial years ending 31 December 2013 and 31 December 2014, respectively, be and are hereby approved; and
- (c) the Directors be and are hereby authorised to execute such other documents, do all other acts and things and take such action as they may consider necessary, desirable or expedient to implement and/or give effect to or otherwise in connection with the Marubeni Master Supply Agreement and any or all the matters contemplated in the Marubeni Master Supply Agreement and this resolution.”

2. **“THAT:**

- (a) the Winsway Master Supply Agreement (as defined in the Circular of which this notice forms a part) entered into between the Company and Marubeni Corporation (a copy of which has been produced to this meeting and marked “B” and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the proposed caps of HK\$1,588 million, HK\$3,095 million and HK\$3,673 million in respect of the aggregate value of the transactions under the Winsway Master Supply Agreement for each of the ten months ending 31 December 2012 and the two financial years ending 31 December 2013 and 31 December 2014, respectively, be and are hereby approved; and
- (c) the Directors be and are hereby authorised to execute such other documents, do all other acts and things and take such action as they may consider necessary, desirable or expedient to implement and/or give effect to or otherwise in connection with the Winsway Master Supply Agreement and any or all the matters contemplated in the Winsway Master Supply Agreement and this resolution.”

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

Hong Kong, 25 April 2012

Principal place of business in Hong Kong:
Suite 4602A, Cheung Kong Center
2 Queen’s Road Central
Hong Kong

Registered Office:
Akara Bldg.
24 De Castro Street
Wickhams Cay 1
Road Town, Tortola
British Virgin Islands

Notes:

- 1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend and vote in his stead.
- 2. A form of proxy is enclosed. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be duly completed and signed in accordance with the instructions printed thereon and deposited with the Company’s registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof and in such event, that form of proxy shall be deemed to be revoked.

3. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the Company's register of members in respect of the relevant joint holding.

4. As at the date of this notice, 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 Mr. Delbert Lee Lobb, Jr., Mr. Liu Qingchun and Mr. Lu Chuan and the independent non-executive directors of the Company are Mr. James Downing, Mr. Ng Yuk Keung, Mr. Wang Wenfu and Mr. George Jay Hambro.