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## **WINSWAY ENTERPRISES HOLDINGS LIMITED**

**永暉實業控股股份有限公司**

*(formerly known as “WINSWAY COKING COAL HOLDINGS LIMITED 永暉焦煤股份有限公司”)*

*(Incorporated in the British Virgin Islands with limited liability)*

**(Stock Code: 1733)**

### **PROPOSED CHANGE OF COMPANY NAME AND PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION**

#### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the name of the Company from “Winsway Enterprises Holdings Limited 永暉實業控股股份有限公司” to “E-Commodities Holdings Limited 易大宗控股有限公司”.

#### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

In view of the proposed Change of Company Name, the Board also proposes to make certain amendments to the Memorandum and Articles of Association in order to reflect the change.

#### **GENERAL**

A circular containing, among other things, information relating to the proposed Change of Company Name, details of the proposed amendments to the Memorandum and Articles of Association together with a notice of the Extraordinary General Meeting, will be despatched to the Shareholders in due course.

The board of directors (the “**Board**”) of Winsway Enterprises Holdings Limited (the “**Company**”) hereby announces the following:

#### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the name of the Company from “Winsway Enterprises Holdings Limited 永暉實業控股股份有限公司” to “E-Commodities Holdings Limited 易大宗控股有限公司” (the “**Change of Company Name**”).

## Reasons for the Change of Company Name

Following the completion of rights issue and the effectiveness of the restructuring as described in the Company's announcements dated 27 and 28 June 2016 and 23 June 2016, respectively, the Group has come out of the financial difficulties caused by the outstanding senior notes due 2016 issued by the Company on 8 April 2011. The Group has started to upgrade its business from traditional bulk commodities trading, such as the trading of seaborne coal, Mongolian coal, and petrochemical products, to an integrated supply chain services platform. Therefore, the Board has proposed the change of company name and believes that a new company name will better reflect the changed company strategy.

The Board considers that the proposed Change of Company Name is in the best interests of the Company and the shareholders of the Company (the "**Shareholders**") as a whole.

## Conditions of the Change of Company Name

The proposed Change of Company Name will be subject to (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the extraordinary general meeting to be convened by the Company (the "**Extraordinary General Meeting**"); (ii) the Registry of Corporate Affairs in the British Virgin Islands approving the Change of Company Name and entering the new name on the register; and (iii) the issuance by the Registry of Corporate Affairs in the British Virgin Islands of a certificate of the change of name of the Company.

Subject to the satisfaction of the above conditions, the new name of the Company will take effect from the date of the issuance by the Registry of Corporate Affairs in the British Virgin Islands of a certificate of the change of name of the Company. The Company will carry out all necessary registration and/or filing procedures with the Registry of Corporate Affairs in the British Virgin Islands and the Companies Registry in Hong Kong.

## Effects on the Change of Company Name

The proposed Change of Company Name will not affect any of the rights of the Shareholders.

The Change of Company Name will be effective from the date of issuance by the Registry of Corporate Affairs in the British Virgin Islands of a certificate of the change of name of the Company.

Thereafter, share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates in issue bearing the existing name of the Company will, after the Change of Company Name has become effective, continue to be effective as documents of title to and be valid for trading, settlement, and registration and delivery purposes. There will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

Subject to the results of the Extraordinary General Meeting and the confirmation of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the stock short name (in English and Chinese) of the Company for trading in the Shares will be changed after the

Change of Company Name becoming effective. The Company will make further announcement(s) as and when appropriate on the results of the Extraordinary General Meeting, the effective dates of the proposed Change of Company Name and the change of stock short name for the purpose of trading on the Stock Exchange.

## **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

In view of the proposed Change of Company Name, the Board also proposes to make certain amendments to the existing memorandum of association (the “**Memorandum**”) and articles of association (the “**Articles of Association**”) of the Company in order to reflect the change and seek the approval of the Shareholders by way of a special resolution for the proposed amendments to the Memorandum and Articles of Association at the Extraordinary General Meeting.

In accordance with Article 9 of the existing Memorandum and Article 33 of the existing Articles of Association, the proposed amendments to the Memorandum and Articles of Association will be subject to the approval by the Shareholders by way of a special resolution.

## **GENERAL**

A circular containing, among other things, information relating to the proposed Change of Company Name, details of the proposed amendments to the Memorandum and Articles of Association together with a notice of the Extraordinary General Meeting, will be despatched to the Shareholders in due course.

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

Hong Kong, 11 July 2016

*As at the date of this announcement, the executive Directors are Ms. Cao Xinyi, Ms. Zhu Hongchan and Mr. Wang Yaxu, the non-executive Director is Mr. Lu Chuan and the independent non-executive Directors are Mr. James Downing, Mr. Ng Yuk Keung, Mr. Wang Wenfu and Mr. George Jay Hambro.*