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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Feishang Anthracite Resources Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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FEISHANG
Feishang Anthracite Resources Limited
飛尚無煙煤資源有限公司
(Incorporated in the British Virgin Islands with limited liability)
(Stock code: 1738)

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) ELECTION OF EXECUTIVE DIRECTOR;
(3) GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES;
AND
(4) SHARE SUBDIVISION, INCREASE OF MAXIMUM NUMBER OF
AUTHORISED SHARES, AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND CHANGE IN BOARD LOT SIZE;
AND
NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 4 to 12 of this circular. A notice convening the Annual General Meeting to be held at Park Lane Room V, 27th Floor, The Park Lane Hong Kong, A Pullman Hotel, 310 Gloucester Road, Causeway Bay, Hong Kong on Friday, 29 May 2015 at 2:30 p.m. is set out on pages 25 to 30 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed with this circular. Such form of proxy is also published on the designated website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.fsanthracite.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

24 April 2015

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This circular is available in printed form in both English and Chinese and published on the designated website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.fsanthracite.com>). The English version will prevail in case of any inconsistency between the English and Chinese version of this circular.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Amendments to the Memorandum and Articles of Association”	the proposed amendments to the Memorandum and Articles of Association to reflect the Share Subdivision and Increase of Maximum Number of Authorised Shares
“Annual General Meeting”	an annual general meeting of the Company to be held at Park Lane Room V, 27th Floor, The Park Lane Hong Kong, A Pullman Hotel, 310 Gloucester Road, Causeway Bay, Hong Kong on Friday, 29 May 2015 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting as set out on pages 25 to 30 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturday, Sunday and public holidays in Hong Kong) on which licensed banks generally are open for business in Hong Kong
“BVI”	the British Virgin Islands
“BVI Registrar”	the Registrar of Corporate Affairs in the BVI
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size for trading in the shares of the Company from 500 Shares to 2,500 Subdivided Shares upon the Share Subdivision, Increase of Maximum Number of Authorised Shares and Amendments to the Memorandum and Articles of Association becoming effective
“CHNR”	China Natural Resources, Inc., a company incorporated in the BVI on 14 December 1993, the shares of which are listed on the Capital Market of NASDAQ in the United States

DEFINITIONS

“Company”	Feishang Anthracite Resources Limited, a company incorporated in the BVI with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase of Maximum Number of Authorised Shares”	the proposed increase of the maximum number of shares that the Company is authorised to issue from 1,000,000,000 Shares (equivalent to 10,000,000,000 Subdivided Shares) to 100,000,000,000 Subdivided Shares
“Issuance Mandate”	as defined in paragraph 5 of the Letter from the Board as set out on page 6 of this circular
“Latest Practicable Date”	17 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the amended and restated memorandum of association and articles of association of the Company as amended, supplemented or modified from time to time
“Memorandum of Association”	the memorandum of association of the Company as amended, supplemented or modified from time to time
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Repurchase Mandate”	as defined in paragraph 4 of the Letter from the Board as set out on page 5 of this circular
“Share Subdivision”	the proposed share subdivision of every issued or unissued Share into ten (10) Subdivided Shares
“Shareholder(s)”	holder(s) of Share(s) or Subdivided Shares as the context requires
“Spin-off”	the spin-off of the Company effected by way of listing of the Company on the Stock Exchange and payment by CHNR of a conditional special interim dividend satisfied by way of a distribution in specie of the entire issued share capital of the Company, being an aggregate of 124,554,580 Shares to the CHNR Shareholders, as set out in the listing document of the Company dated 31 December 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company upon the Share Subdivision becoming effective
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



FEISHANG
Feishang Anthracite Resources Limited
飛尚無煙煤資源有限公司
(Incorporated in the British Virgin Islands with limited liability)
(Stock code: 1738)

Executive Directors:

Mr. LI Feilie (*Chairman and
Chief Executive Officer*)
Mr. HAN Weibing (*Chief Operating Officer*)
Mr. WAN Huojin (*Chief Technical Officer*)
Mr. TAM Cheuk Ho
Mr. WONG Wah On Edward

Independent Non-executive Directors:

Mr. LO Kin Cheung
Mr. HUANG Zuye
Mr. HUANG Songzhong

Registered Office:

Maples Corporate Services (BVI) Limited
Kingston Chambers, P.O. Box 173
Road Town, Tortola
British Virgin Islands

Principal Place of Business in

Hong Kong:

Room 2205, Shun Tak Centre
200 Connaught Road Central
Sheung Wan
Hong Kong

24 April 2015

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) ELECTION OF EXECUTIVE DIRECTOR;
(3) GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES;
AND
(4) SHARE SUBDIVISION, INCREASE OF MAXIMUM NUMBER OF
AUTHORISED SHARES, AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND CHANGE IN BOARD LOT SIZE;
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting to be held on Friday, 29 May 2015.

LETTER FROM THE BOARD

Reference is also made to the announcement of the Company dated 17 April 2015 in relation to the proposed Share Subdivision, Increase of Maximum Number of Authorised Shares, Amendments to the Memorandum and Articles of Association and Change in Board Lot Size.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 14.19 of the Articles of Association, Mr. LI Feilie, Mr. TAM Cheuk Ho and Mr. WONG Wah On Edward shall retire from office at the Annual General Meeting. In addition, Mr. HUANG Songzhong who was appointed by the Board on 15 July 2014 shall hold office until the Annual General Meeting pursuant to Article 14.2 of the Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, the biographical details of the retiring Directors standing for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED ELECTION OF EXECUTIVE DIRECTOR

The Board proposes that Mr. YUE Ming Wai Bonaventure be elected as an executive Director at the Annual General Meeting.

Biographical details of Mr. YUE Ming Wai Bonaventure as the candidate for election as executive Director at the Annual General Meeting are set out in Appendix I to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 30 May 2014, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase its shares if and when appropriate, a resolution of the Shareholders will be proposed at the Annual General Meeting to approve the granting of a general and unconditional mandate to the Directors to repurchase its shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of the passing of the proposed resolution contained in item 5(A) of the notice of the Annual General Meeting as set out on pages 25 to 30 of this circular (i.e. a total of 13,805,458 Shares or 138,054,580 Subdivided Shares upon the proposed Share Subdivision becoming effective, assuming that the issued share capital of the Company remains unchanged after the Latest Practicable Date and up to the date of the Annual General Meeting) (the “**Share Repurchase Mandate**”). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

In accordance with Rule 10.06(1) of the Listing Rules, an explanatory statement containing information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 30 May 2014, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue shares if and when appropriate, a resolution of the Shareholders will be proposed at the Annual General Meeting to approve the granting of a general and unconditional mandate to the Directors to allot, issue or deal with additional shares not exceeding 20% of the total number of issued Shares of the Company as at the date of the passing of the proposed resolution contained in item 5(B) of the notice of the Annual General Meeting as set out on pages 25 to 30 of this circular (i.e. a total of 27,610,916 Shares or 276,109,160 Subdivided Shares upon the proposed Share Subdivision becoming effective, assuming that the issued share capital of the Company remains unchanged after the Latest Practicable Date and up to the date of the Annual General Meeting) (the “**Issuance Mandate**”). Conditional upon the passing of the resolutions of the Shareholders to grant the Share Repurchase Mandate and the Issuance Mandate, a resolution to extend the Issuance Mandate by adding number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate as set out in item 5(C) of the notice of the Annual General Meeting will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

6. PROPOSED SHARE SUBDIVISION, INCREASE OF MAXIMUM NUMBER OF AUTHORISED SHARES, AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND CHANGE IN BOARD LOT SIZE

Proposed Share Subdivision, Increase of Maximum Number of Authorised Shares and Amendments to the Memorandum and Articles of Association

As set out in the announcement of the Company dated 17 April 2015, the Board proposes to (i) implement the Share Subdivision on the basis that each issued and unissued Share with a par value of HK\$0.01 each will be subdivided into ten (10) Subdivided Shares with a par value of HK\$0.001 each, such that the maximum number of shares that the Company is authorised to issue will increase from 1,000,000,000 shares with a par value of HK\$0.01 each to 10,000,000,000 shares with a par value of HK\$0.001 each; (ii) increase the maximum number of shares that the Company is authorised to issue from 1,000,000,000 shares with a par value of HK\$0.01 each (or equivalent to 10,000,000,000 shares with a par value of HK\$0.001 each after the Share Subdivision) to 100,000,000,000 shares with a par value of HK\$0.001 each; and (iii) implement the Amendments to the Memorandum and Articles of Association.

The above proposed matters will become effective on Monday, 1 June 2015, subject to the fulfilment of the conditions as set out in the section headed “Conditions of the Share Subdivision, Increase of Maximum Number of Authorised Shares and Amendments to the Memorandum and Articles of Association” below.

LETTER FROM THE BOARD

Effects of the Share Subdivision, Increase of Maximum Number of Authorised Shares and Amendments to the Memorandum and Articles of Association

As at the Latest Practicable Date, the maximum number of shares that the Company is authorised to issue amounted to 1,000,000,000 shares with a par value of HK\$0.01 each, of which 138,054,580 Shares had been allotted and issued as fully paid or credited as fully paid. Upon the Share Subdivision, Increase of Maximum Number of Authorised Shares and Amendments to the Memorandum and Articles of Association becoming effective, on the basis that the Company does not allot, issue or repurchase any further Shares prior thereto, the maximum number of shares that the Company is authorised to issue shall be 100,000,000,000 shares each with a par value of HK\$0.001, of which 1,380,545,800 Subdivided Shares will be in issue. Upon the Share Subdivision becoming effective, the Subdivided Shares will rank pari passu in all respects with each other as to all future dividends and distributions which are declared, made or paid. The Share Subdivision will not result in any change in the relevant rights of the Shareholders.

Conditions of the Share Subdivision, Increase of Maximum Number of Authorised Shares and Amendments to the Memorandum and Articles of Association

The Share Subdivision, Increase of Maximum Number of Authorised Shares and Amendments to the Memorandum and Articles of Association are conditional on:

- (a) the passing by the Shareholders of a resolution to approve the Share Subdivision at the Annual General Meeting;
- (b) the passing by the Shareholders of a resolution to approve the Increase of Maximum Number of Authorised Shares at the Annual General Meeting;
- (c) the passing by the Shareholders of a special resolution to approve the Amendments to the Memorandum and Articles of Association and the adoption of the amended and restated Memorandum and Articles of Association at the Annual General Meeting;
- (d) the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the Subdivided Shares; and
- (e) the BVI Registrar approving the registration of the Share Subdivision, Increase of Maximum Number of Authorised Shares and Amendments to the Memorandum and Articles of Association.

The Share Subdivision will take effect on Monday, 1 June 2015, subject to the fulfilment of the above conditions. The Company expects to obtain the approval from the BVI Registrar mentioned in condition (e) above on Friday, 29 May 2015. In the unlikely event that the Company is unable to obtain approval from the BVI Registrar mentioned in condition (e) above before Monday, 1 June 2015, the Company may be required to halt the trading of the Shares on the Stock Exchange until the approval is obtained.

LETTER FROM THE BOARD

Proposed Amendments to the Memorandum and Articles of Association

As mentioned above, the Company proposes to, subject to the approval by the Shareholders at the Annual General Meeting by way of special resolution, amend the Memorandum and Articles of Association to reflect the Share Subdivision and Increase of Maximum Number of Authorised Shares. A summary of the key proposed changes to the Memorandum and Articles of Association is set out below:

- (a) to revise the maximum number of shares that the Company is authorised to issue from 1,000,000,000 shares with a par value of HK\$0.01 each (equivalent to 10,000,000,000 shares with a par value of HK\$0.001 each after the Share Subdivision) to 100,000,000,000 shares with a par value of HK\$0.001 each; and
- (b) to add a new provision to allow for the subdivision and consolidation of shares of the Company.

The full text of the proposed Amendments to the Memorandum and Articles of Association is set out in item 6 of the notice of the Annual General Meeting. The Chinese translation of the Amendments to the Memorandum and Articles of Association set out in the Chinese version of the notice of the Annual General Meeting is for your reference only and the English version shall prevail if there is any inconsistency or discrepancy between the English version and its Chinese translation.

The legal advisers of the Company as to Hong Kong law have confirmed to the Company that the proposed Amendments to the Memorandum and Articles of Association comply with the requirements of the Listing Rules and the legal advisers of the Company as to BVI law have confirmed to the Company that the proposed Amendments to the Memorandum and Articles of Association are not inconsistent with the laws of the BVI. In addition, the Company has confirmed to the Stock Exchange that there is nothing unusual about the proposed Amendments to the Memorandum and Articles of Association.

The amended and restated Memorandum and Articles of Association are available for inspection during normal business hours on any weekday (save for Saturdays, Sundays and public holidays in Hong Kong) at the office of the Company at Room 2205, Shun Tak Centre, 200 Connaught Road Central, Sheung Wan, Hong Kong from the date of this circular up to and including the date of the Annual General Meeting.

Proposed Change in Board Lot Size

In addition to the proposed Share Subdivision, Increase of Maximum Number of Authorised Shares and Amendments to the Memorandum and Articles of Association, the Board also proposes to change the board lot size for trading in the shares of the Company from 500 Shares to 2,500 Subdivided Shares upon the Share Subdivision, Increase of Maximum Number of Authorised Shares and Amendments to the Memorandum and Articles of Association becoming effective.

LETTER FROM THE BOARD

Based on the closing price of HK\$12.00 per Share (equivalent to ten (10) Subdivided Shares at HK\$1.20 per Subdivided Share) as at the Latest Practicable Date, the value of each board lot of 2,500 Subdivided Shares, assuming the Share Subdivision has taken effect, would be HK\$3,000.

Listing and Dealing in the Subdivided Shares

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares upon the Share Subdivision, Increase of Maximum Number of Authorised Shares and Amendments to the Memorandum and Articles of Association becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

For those persons whose interests in the Company are currently held through CCASS, dealings in the Subdivided Shares are expected to be capable of settlement through CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange and without any need on the part of such persons to deposit new share certificates in respect of the Subdivided Shares with HKSCC.

Reasons for the Share Subdivision, Increase of Maximum Number of Authorised Shares, Amendments to the Memorandum and Articles of Association and Change in Board Lot Size

The proposed Share Subdivision will (i) decrease the par value; (ii) increase the total number of shares of the Company in issue; and (iii) result in a downward adjustment to the trading price of the shares of the Company.

The Board believes the reduced amount for investing in a board lot of the Subdivided Shares as a result of the Share Subdivision will improve the liquidity in the trading of the shares of the Company, thereby enabling the Company to attract more investors and broaden its Shareholders' base, while the proposed Change in Board Lot Size will maintain the trading amount for each board lot at a reasonable level. In view of the above, the Board believes that the implementation of the Share Subdivision and Change in Board Lot Size are in the interests of the Company and its Shareholders as a whole.

The proposed Increase of Maximum Number of Authorised Shares and corresponding amendments to the Memorandum and Articles of Association are required in order to: (i) cater for the additional number of shares of the Company created as a result of the Share Subdivision; and (ii) provide the Company with greater flexibility for future investment opportunities and to accommodate future issues of shares of the Company.

LETTER FROM THE BOARD

Other than the expenses to be incurred (including printing charges and professional fees) by the Company in relation to the proposed Share Subdivision, Increase of Maximum Number of Authorised Shares, Amendments to the Memorandum and Articles of Association and Change in Board Lot Size, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests of the Shareholders.

Exchange of Share Certificates

Subject to the commencement of dealings in the Subdivided Shares, which is expected to be at 9:00 a.m. on Monday, 1 June 2015, Shareholders may, on or after Monday, 1 June 2015 until 4:30 p.m. on Wednesday, 8 July 2015 (both days inclusive) submit share certificates for existing Shares to the Company's branch registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Subdivided Shares with a new par value of HK\$0.001 each (on the basis of every one (1) Share for ten (10) Subdivided Shares). Thereafter, share certificates for the existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new share certificate issued for the Subdivided Shares or each existing share certificate for the Shares submitted for cancellation, whichever number of share certificates involved is higher. Nevertheless, the existing share certificates for the Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Subdivided Shares at any time, but will not be accepted for delivery, trading, settlement and registration upon completion of the Share Subdivision, Increase of Maximum Number of Authorised Shares and Amendments to the Memorandum and Articles of Association.

In order to distinguish between the existing and the new share certificates, new share certificates for the Subdivided Shares will be in yellow colour, which is different from the existing share certificates for the Shares, which are in blue colour.

It is expected that new share certificates for the Subdivided Shares will be available for collection within ten (10) Business Days from the date of submission of the existing share certificates for the Shares to the Company's share registrar at the abovementioned address. New share certificates will be issued in the new board lot size of 2,500 Subdivided Shares.

It is expected that the proposed Share Subdivision and Change in Board Lot Size will not result in any odd lots of the Subdivided Shares other than those already existing. As such, there will be no odd lot arrangement to match the sales and purchases of odd lots of the Subdivided Shares.

LETTER FROM THE BOARD

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Date: Friday, 29 May 2015
Time: 2:30 p.m.
Venue: Park Lane Room V, 27th Floor, The Park Lane Hong Kong, A
Pullman Hotel, 310 Gloucester Road, Causeway Bay, Hong Kong

The notice of the Annual General Meeting is set out on pages 25 to 30 of this circular. At the Annual General Meeting, (i) resolutions of the Shareholders will be proposed to approve the re-election of the retiring Directors, the election of executive Director, the granting of the Share Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by adding thereto of any shares repurchased under the Share Repurchase Mandate, the Share Subdivision and the Increase of Maximum Number of Authorised Shares; and (ii) a special resolution of the Shareholders will be proposed to approve the Amendments to the Memorandum and Articles of Association.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the designated website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.fsanthracite.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

8. RECOMMENDATION

The Directors consider that the proposed: (i) re-election of retiring Directors; (ii) election of executive Director; (iii) granting of the Share Repurchase Mandate and Issuance Mandate and the extension of the Issuance Mandate by the addition thereto of any shares repurchased under the Share Repurchase Mandate; and (iv) Share Subdivision, Increase of Maximum Number of Authorised Shares, Amendments to the Memorandum and Articles of Association and Change in Board Lot Size are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the above mentioned proposed resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information relating to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

10. GENERAL

Your attention is drawn to the additional information set out in the appendices.

Yours faithfully,
For and on behalf of the Board
Feishang Anthracite Resources Limited
LI Feilie
Chairman

APPENDIX I **DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AND CANDIDATE FOR EXECUTIVE DIRECTOR
TO BE ELECTED AT THE ANNUAL GENERAL MEETING**

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. LI Feilie, aged 48, Chairman, Executive Director and Chief Executive Officer

Position and Experience

Mr. LI Feilie (“**Mr. Li**”) is the chairman of the Board, executive Director and chief executive officer of the Company. He is also a member of the remuneration committee and nomination committee of the Company. Mr. Li is primarily responsible for the overall corporate strategy, planning and business development of the Group and also plays an integral role in supervising the Company’s operational management. He has more than 20 years of experience in corporate management and acquisitions. Mr. Li also has served as a director and the chairman of CHNR since February 2006. He has also been a director of Hong Kong Smartact Limited, a subsidiary of the Company, since April 2010. In addition, Mr. Li has been a director and the chairman of Feishang Enterprise Group Co., Ltd. (including certain of its group companies), the flagship holding company of nonferrous metal production, high-end tertiary healthcare, transportation and logistics as well as forestry business since June 2000. He graduated from Peking University (北京大學) with a bachelor’s degree and a master’s degree in economics in July 1988 and January 1991, respectively. Save as disclosed above, Mr. Li has not held any directorship in other listed public companies in the past three years.

Length of service

The length of service of Mr. Li with the Company is approximately 5.5 years. Mr. Li has entered into a service agreement with the Company for a term of three years to 22 December 2016. Mr. Li is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Mr. Li is the sole shareholder of Laitan Investments Limited, which is one of the controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Li was interested and deemed to be interested in 73,902,965 Shares pursuant to Part XV of the SFO.

Director’s emoluments

Mr. Li is entitled to an annual Director’s fee of HK\$1.00 together with a discretionary bonus, which is determined by the Board with reference to his duties and responsibilities and subject to review from time to time.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

(2) Mr. TAM Cheuk Ho, aged 52, Executive Director

Position and Experience

Mr. TAM Cheuk Ho (“**Mr. Tam**”) was appointed as the executive Director of the Company in February 2013. He is also a member of the nomination committee of the Company. Mr. Tam had been with the CHNR group for more than 20 years and resigned from the positions of executive vice president and executive director of CHNR in January 2014. He has been appointed as a director of CHNR since April 2015. During the period from May 2002 to April 2003, Mr. Tam was an executive director and the deputy chairman of a Hong Kong listed company engaged in property development and securities investment operations. He has been a partner of a certified public accountant firm in Hong Kong since July 1995, and was the finance director of a private investment company from October 1992 to December 1994. He was the company secretary of a Hong Kong listed company operating Chinese restaurants chain and engaging in property investments from February 1993 to December 2012, and was its financial controller from February to September 1992. From July 1984 to December 1991, Mr. Tam worked at an international certified public accountant firm and his last position at such firm was as an audit manager. Mr. Tam graduated from the Chinese University of Hong Kong with a bachelor of business administration degree in 1984. He was accredited as a certified public accountant (practising) by the Hong Kong Institute of Certified Public Accountants in July 1992, and was admitted as a fellow member in November 1999. He was also admitted as a fellow member of the Association of Chartered Certified Accountants in October 1992. Save as disclosed above, Mr. Tam has not held any directorship in other listed public companies in the past three years.

Length of service

The length of service of Mr. Tam with the Company is approximately 2.2 years. Mr. Tam has entered into a service agreement with the Company for a term of three years to 22 December 2016. Mr. Tam is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Mr. Tam does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

APPENDIX I **DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AND CANDIDATE FOR EXECUTIVE DIRECTOR
TO BE ELECTED AT THE ANNUAL GENERAL MEETING**

Interests in Shares

As at the Latest Practicable Date, Mr. Tam was interested in 1,409,630 Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. Tam is entitled to an annual Director's fee of HK\$1.00 together with a discretionary bonus, which is determined by the Board with reference to his duties and responsibilities and subject to review from time to time.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Tam involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Tam that need to be brought to the attention of the Shareholders.

(3) Mr. WONG Wah On Edward, aged 51, Executive Director

Position and Experience

Mr. WONG Wah On Edward (“**Mr. Wong**”) was appointed as the executive Director of the Company in February 2013. Mr. Wong had been with the CHNR group for more than 20 years and resigned from the positions of chief financial officer, executive director and corporate secretary in January 2014. He has been appointed as a director of CHNR since April 2015. He has served as a director of Hong Kong Smartact Limited, a subsidiary of the Company, since January 2010. From December 2000 to December 2006, Mr. Wong was an independent non-executive director of a Hong Kong listed company engaged in the trading of construction materials. He has also served as a partner of a certified public accountant firm in Hong Kong since July 1995. From October 1992 to December 1994, Mr. Wong was the deputy finance director of a private investment company. From July 1988 to October 1992, Mr. Wong worked at the audit department of an international certified public accountant firm, providing professional auditing services to clients in a variety of business sectors, and he left the firm as a senior auditor. Mr. Wong graduated from the Hong Kong Polytechnic University with a professional diploma in company secretaryship and administration in 1988. He was accredited as a certified public accountant (practising) by the Hong Kong Institute of Certified Public Accountants in September 1993, and was admitted as a fellow member in November 1999. He is also a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Chartered Secretaries. Save as disclosed above, Mr. Wong has not held any directorship in other listed public companies in the past three years.

APPENDIX I **DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AND CANDIDATE FOR EXECUTIVE DIRECTOR
TO BE ELECTED AT THE ANNUAL GENERAL MEETING**

Length of service

The length of service of Mr. Wong with the Company is approximately 2.2 years. Mr. Wong has entered into a service agreement with the Company for a term of three years to 22 December 2016. Mr. Wong is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Mr. Wong does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Wong was interested in 2,000,000 Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. Wong is entitled to an annual Director's fee of HK\$1.00 together with a discretionary bonus, which is determined by the Board with reference to his duties and responsibilities and subject to review from time to time.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Wong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders.

(4) Mr. HUANG Songzhong, aged 72, Independent Non-executive Director

Position and Experience

Mr. HUANG Songzhong ("Mr. Huang") was appointed as the independent non-executive Director of the Company in July 2014. He is also the chairman of the corporate social responsibility committee and remuneration committee, and a member of the audit committee and the nomination committee of the Company. Mr. Huang has over 50 years' experience in the mining industry. During June 2011 to July 2014, Mr. Huang was an independent director of Guizhou Guochuang Energy Holding (Group) Co., Ltd (貴州國創能源控股(集團)股份有限公司), a coal mining company in mainland China listed

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
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on the Shanghai Stock Exchange. He has been as an executive director and general manager of Guizhou Songyuan Mining Development Technical Advisory Co., Ltd (貴州淞源礦山開發技術諮詢有限公司) since 2009. He has engaged in engineering design in Coal Mining Engineering Institute of Guizhou Province (貴州省煤礦設計院) since 1965, and took a number of positions including large-scale coal engineering project manager, engineer-in-charge, technical director, deputy chief engineer, vice president and chief engineer from 1971 to 2003. Mr. Huang was a technician in Huainan Mining Bureau Xiesan Mining Zone of Anhui Province (安徽省淮南礦務局謝三礦工區) from 1963 to 1964. He obtained a college degree in metal mining from Mining College of Guangxi Zhuang Autonomous Region (廣西僮族自治區礦業專科學校) in August 1963. Mr. Huang was accredited a number of professional qualifications, such as a senior mining engineer by the Science and Technology Cadres Bureau of Guizhou Province (貴州省科學技術幹部局) in 1988, a supervising engineer by the Ministry of Construction of the People's Republic of China (中華人民共和國建設部) in 1997, a registered coal construction project evaluation expert by the Ministry of Coal Industry of the People's Republic of China (中華人民共和國煤炭工業部) in 1998, a registered consulting engineer by the Department of Personnel of Guizhou Province (貴州省人事廳) in 2003 and a registered national mining inspector by the Ministry of Land and Resources of the People's Republic of China (中華人民共和國國土資源部) in 2006. He also obtained outstanding contribution (Engineering Technology) special government allowances of the People's Government of Guizhou Province in 1994. Saved as disclosed above, Mr. Huang has not held any directorship in other listed public companies in the past three years.

Length of service

The length of service of Mr. Huang with the Company is approximately 0.75 year. Mr. Huang has entered into a service agreement with the Company for a term of three years to 14 July 2017. Mr. Huang is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Mr. Huang does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Huang does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. Huang is entitled to an annual Director's fee of HK\$120,000 which is determined by the Board with reference to his duties and responsibilities and subject to review from time to time.

APPENDIX I **DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AND CANDIDATE FOR EXECUTIVE DIRECTOR
TO BE ELECTED AT THE ANNUAL GENERAL MEETING**

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Huang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders.

The following are details of Mr. YUE Ming Wai Bonaventure as the candidate for election as executive Director at the Annual General Meeting.

Position and Experience

Mr. YUE Ming Wai Bonaventure (“**Mr. Yue**”), aged 47, has been the chief financial officer and the company secretary of the Company since January 2014. He was the financial controller of CHNR from 2008 to 2014 and has been appointed as the chief financial officer and the corporate secretary of CHNR since April 2015. Mr. Yue has been an executive director and the legal representative of Shenzhen Chixin Information Consulting Co., Ltd., a subsidiary of the Company, since July 2012. Mr. Yue has over 23 years of experience in accounting, finance and compliance for various industries gained in international certified public accountant firm, investment advisory firm and listed companies in both Hong Kong and the United States. Mr. Yue graduated from Hong Kong Baptist University with a bachelor of business administration degree in 1990 and was awarded a master of science degree in accounting and finance with the University of Manchester in 1994. He is a fellow member of the Hong Kong Institute of Chartered Secretaries, the Hong Kong Institute of Certified Public Accountants, and the Institute of Chartered Accountants in England & Wales. Mr. Yue is also a member of Chartered Accountants Australia & New Zealand, and a member accredited in business valuation of the American Institute of Certified Public Accountants. Save as disclosed above, Mr. Yue has not held any other positions with other members of the Group or any directorship in other listed public companies in the past three years.

Length of service

Mr. Yue will enter into a service agreement with the Company for a term of three years commencing from the election at the Annual General Meeting to 28 May 2018. Mr. Yue will be subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Mr. Yue does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
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Interest in Shares

As at the Latest Practicable Date, Mr. Yue does not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

After being appointed, Mr. Yue will be entitled to an annual Director's fee of HK\$1.00 and an annual salary of CNY266,652 together with a discretionary bonus which is determined by the Board with reference to his duties and responsibilities and subject to review from time to time.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Yue involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Yue that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 138,054,580 Shares.

Subject to the passing of the resolution set out in item 5(A) of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and assuming that the issued share capital of the Company remains unchanged after the Latest Practicable Date and up to the date of the Annual General Meeting, i.e. being 138,054,580 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 13,805,458 Shares or 138,054,580 Subdivided Shares upon the proposed Share Subdivision becoming effective, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchases of shares of the Company may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share of the Company and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing shares of the Company, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the BVI and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing ratio of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2014) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase

period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing ratio which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April, 2014	12.80	7.00
May, 2014	7.00	5.36
June, 2014	7.00	5.40
July, 2014	7.22	5.70
August, 2014	17.60	5.45
September, 2014	13.58	8.00
October, 2014	11.30	9.50
November, 2014	12.94	9.24
December, 2014	13.24	10.66
January, 2015	12.86	11.30
February, 2015	12.60	11.86
March, 2015	11.92	10.40
April, 2015 (<i>up to the Latest Practicable Date</i>)	12.46	10.60

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any shares of the Company to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders and exercised.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any shares of the Company to the Company, or that they have undertaken not to sell any shares of the Company held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders and exercised.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of shares of the Company pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the BVI.

7. TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of shares of the Company pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. LI Feilie, the controlling shareholder of the Company (as defined in the Listing Rules), was interested and deemed to be interested in 73,902,965 Shares representing approximately 53.53% of the total issued share capital of the Company. Such 73,902,965 Shares comprised of 1,500,000 Shares (representing approximately 1.09% of the total issued share capital of the Company) held by himself directly as beneficial owner and 72,402,965 Shares (representing approximately 52.44% of the total issued share capital of the Company) held by Feishang Group Limited. Feishang Group Limited is a wholly-owned subsidiary of Laitan Investments Limited, which is in turn wholly owned by Mr. LI Feilie. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the aggregate shareholding of Mr. LI Feilie would be increased to approximately 59.47% of the issued share capital of the Company.

The Directors are not aware of any Shareholder or a group of Shareholders acting in concert, who will become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of the repurchase of shares of the Company.

The Directors will use their best endeavours to ensure that the Share Repurchase Mandate will not be exercised to such extent that the number of listed shares held by the public will fall below the relevant minimum percentage as determined by the Stock Exchange.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

The expected timetable in relation to the proposed Share Subdivision and Change in Board Lot Size is set out below:

Latest time for lodging any share transfers with the Company's branch share registrar in Hong Kong Tricor Investor Services Limited for the purpose of determining the entitlement to attend and vote at the Annual General Meeting. 4:30 p.m. on Tuesday, 26 May 2015

Closure of register of members of the Company 9:00 a.m. on Wednesday, 27 May 2015
to 4:30 p.m. on Friday, 29 May 2015

Latest time for lodging the form of proxy for the Annual General Meeting. 2:30 p.m. on Wednesday, 27 May 2015

Annual General Meeting. 2:30 p.m. on Friday, 29 May 2015

Publication of announcement of results of the Annual General Meeting. Friday, 29 May 2015

Register of members of the Company re-opens 9:00 a.m. on Monday, 1 June 2015

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision, Increase of Maximum Number of Authorised Shares and Amendments to the Memorandum and Articles of Association

Effective date of the Share Subdivision Monday, 1 June 2015

First day of free exchange of existing share certificate for the Shares for new share certificates for the Subdivided Shares Monday, 1 June 2015

Dealings in Subdivided Shares commence 9:00 a.m. on Monday, 1 June 2015

Original counter for trading in Shares in board lots of 500 Shares (in the form of existing share certificates for the Shares) temporarily closes. 9:00 a.m. on Monday, 1 June 2015

Temporary counter for trading in Subdivided Shares in board lots of 5,000 Subdivided Shares (in the form of existing share certificates for the Shares) opens 9:00 a.m. on Monday, 1 June 2015

Original counter for trading in Subdivided
Shares in new board lots of 2,500
Subdivided Shares (in the form of new share
certificates for the Subdivided Shares) re-opens9:00 a.m. on Monday, 15 June 2015

Parallel trading in Subdivided Shares
(in the form of new share certificates
for Subdivided Shares and existing
share certificates for the Shares) commences9:00 a.m. on Monday, 15 June 2015

Temporary counter for trading in Subdivided
Shares in board lots of 5,000 Subdivided
Shares (in the form of existing share
certificates for the Shares) closes4:00 p.m. on Monday, 6 July 2015

Parallel trading in Subdivided Shares
(in the form of new share certificates
for the Subdivided Shares and existing
share certificates for the Shares) ends4:00 p.m. on Monday, 6 July 2015

Last day for free exchange of existing share
certificates for the Shares for new share
certificates for the Subdivided Shares4:30p.m. on Wednesday, 8 July 2015

Note: All times and dates refer to Hong Kong local times and dates. Dates of deadlines specified in the expected timetable above are indicative only, in particular, the effective date of the Share Subdivision is conditional on the fulfillment of all the conditions mentioned under the subheading headed “Conditions of the Share Subdivision, Increase of Maximum Number of Authorised Shares and Amendments to the Memorandum and Articles of Association” in this circular, and may be varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

NOTICE OF ANNUAL GENERAL MEETING



FEISHANG

Feishang Anthracite Resources Limited

飛尚無煙煤資源有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock code: 1738)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders (the “**Shareholders**”) of Feishang Anthracite Resources Limited (the “**Company**”) will be held at Park Lane Room V, 27th Floor, The Park Lane Hong Kong, A Pullman Hotel, 310 Gloucester Road, Causeway Bay, Hong Kong on Friday, 29 May 2015 at 2:30 p.m. (the “**Annual General Meeting**”) for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2014.
2. To re-elect the retiring directors of the Company, including (a) Mr. LI Feilie as an executive director; (b) Mr. TAM Cheuk Ho as an executive director; (c) Mr. WONG Wah On Edward as an executive director; and (d) Mr. HUANG Songzhong as an independent non-executive director; and (e) to authorise the board of directors (the “**Board**”) to fix the respective directors’ remuneration.
3. To elect Mr. YUE Ming Wai Bonaventure as an executive director.
4. To re-appoint Ernst & Young as the Company’s independent auditors and to authorise the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as resolutions of the Shareholders:

Resolutions

(A) “**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company (the “**Directors**”) to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules

NOTICE OF ANNUAL GENERAL MEETING

Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or of any other stock exchange on which the securities of the Company may be listed as amended from time to time;

- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares as at the date immediately and before after such subdivision shall be the same; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by a resolution of the Shareholders in general meeting.”

(B) “**THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the expiry of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of any options under all share option schemes of the Company adopted from time to time;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; and
- (iv) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the total number of issued shares of the Company on the date of passing of this resolution, and if any subsequent subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares as at the date immediately before and after such subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by a resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange outside Hong Kong).”

- (C) **“THAT** conditional upon the passing of resolutions set out in items 5(A) and 5(B) of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 5(B) of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the amount representing the aggregate number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5(A) of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- (D) “**THAT** conditional upon: (i) the passing of special resolution 6 below; (ii) the Listing Committee of the Stock Exchange (the “**Listing Committee**”) granting approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below) in issue and to be issued; and (iii) the Registrar of Corporate Affairs in the British Virgin Islands (the “**BVI Registrar**”) approving the registration of the Share Subdivision (as defined below), Increase of Maximum Number of Authorised Shares (as defined below) and Amendments to the Memorandum and Articles of Association (as defined below), each issued and unissued share of the Company with a par value of HK\$0.01 each in the share capital of the Company be subdivided into ten (10) shares with a par value of HK\$0.001 each (the “**Subdivided Share(s)**”)(the “**Share Subdivision**”), such that the maximum number of shares that the Company is authorised to issue will increase from 1,000,000,000 shares with a par value of HK\$0.01 each to 10,000,000,000 shares with a par value of HK\$0.001 each, subject to the fulfilment of the above conditions, and such Subdivided Shares shall rank *pari passu* in all respects with each other and have the rights and privileges, and be subject to the restrictions in respect of shares of the Company contained in the Memorandum and Articles of Association (as defined below), and any one Director be and is hereby authorised to do all such acts and things and execute all such documents which he considers necessary, desirable and expedient for the purpose of, or in connection with, the implementation of and giving effect to the Share Subdivision.”
- (E) “**THAT** conditional upon (i) the passing of resolution 5(D) above; (ii) the passing of special resolution 6 below; (iii) the Listing Committee granting approval for the listing of, and permission to deal in, the Subdivided Shares in issue and to be issued; and (iv) the BVI Registrar approving the registration of the Share Subdivision, Increase of Maximum Number of Authorised Shares (as defined below) and Amendments to the Memorandum and Articles of Association (as defined below), the maximum number of shares that the Company is authorised to issue be increased from 1,000,000,000 shares with a par value of HK\$0.01 each (equivalent to 10,000,000,000 shares with a par value of HK\$0.001 each after the Share Subdivision) to 100,000,000,000 shares with a par value of HK\$0.001 each (the “**Increase of Maximum Number of Authorised Shares**”), which shall rank *pari passu* with each other in all respects, and any one Director be and is hereby authorised to do all such acts and things and execute all such documents which he considers necessary, desirable and expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase of Maximum Number of Authorised Shares.”

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as special resolution of the Shareholders:

Special Resolution

“THAT:

- (a) the existing memorandum of association (the “**Memorandum of Association**”) and articles of association (the “**Articles of Association**”) of the Company (together, the “**Memorandum and Articles of Association**”, or as the context requires) be and are hereby amended (the “**Amendments to the Memorandum and Articles of Association**”) as follows:

- (i) by deleting Clause 6.1 of the Memorandum of Association in its entirety and replacing it with the following:

“The Company is authorised to issue a maximum of 100,000,000,000 ordinary shares of one class with a par value of HK\$0.001 each.”

- (ii) by deleting Article 1.1 of the Articles of Association in its entirety and replacing it with the following:

“The Company is authorised to issue a maximum of 100,000,000,000 ordinary shares of one class with a par value of HK\$0.001 each.”

- (iii) by deleting Article 8 of the Articles of Association in its entirety and replacing it with the following:

“8 Alteration of Shares

8.1 *The Company may from time to time by Resolution of Members cancel any shares which at the date of the passing of the Resolution of Members have not been taken or agreed to be taken by any person, and diminish the maximum number of shares the Company is authorised to issue by the number of the shares so cancelled subject to the provisions of the Act.*

8.2 *The Company may from time to time by Resolution of Members and in accordance with the Act, the Memorandum and the Articles:*

(a) divide its shares, including issued shares, into a large number of shares; or

(b) combine its shares, including issued shares, into a smaller number of shares;

provided that, where shares are divided or combined, the aggregate par value (if any) of the new shares must be equal to the aggregate par value (if any) of the original shares, and the Company shall not divide its shares if it would cause the maximum number of shares that the Company is authorised to issue by its Memorandum to be exceeded.”

NOTICE OF ANNUAL GENERAL MEETING

- (b) the amended and restated Memorandum and Articles of Association consolidating all of the proposed amendments referred to in sub-paragraph (a) of this special resolution, a copy of which has been tabled at the meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, be and is hereby approved and adopted as the amended and restated Memorandum and Articles of Association in substitution for and to the exclusion of the Memorandum and Articles of Association of the Company in force immediately before the passing of this special resolution; and
- (c) any one Director be and is hereby authorised to do all such acts and things and execute all such documents which he considers necessary, desirable and expedient for the purpose of, or in connection with, the implementation of and giving effect to the Amendments to the Memorandum and Articles of Association.”

By Order of the Board
Feishang Anthracite Resources Limited
LI Feilie
Chairman

Hong Kong, 24 April 2015

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the designated website of the Stock Exchange and the website of the Company in accordance with the Listing Rules.
2. Any Shareholder entitled to attend and vote at the above meeting is entitled to appoint one proxy or more to attend and vote instead of him. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. 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 certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Wednesday, 27 May 2015 to Friday, 29 May 2015, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 26 May 2015.