



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)

Number of shares to which this form of proxy relates ^(Note 1)	
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FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 29 MAY 2015 (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 2) _____
of _____
being the registered holder(s) of shares in the issued share capital of Feishang Anthracite Resources Limited (the "Company") HEREBY APPOINT the Chairman of the meeting ^(Note 3) or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "AGM") of the Company for the year 2015 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. (or at any adjournment thereof).

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements and the reports of the Directors and auditors for the year ended 31 December 2014.		
2(a).	To re-elect Mr. LI Feilie as executive Director.		
2(b).	To re-elect Mr. TAM Cheuk Ho as executive Director.		
2(c).	To re-elect Mr. WONG Wah On Edward as executive Director.		
2(d).	To re-elect Mr. HUANG Songzhong as independent non-executive Director.		
2(e).	To authorise the Board to fix the respective Directors' remuneration.		
3.	To elect Mr. YUE Ming Wai Bonaventure as executive Director.		
4.	To re-appoint Ernst & Young as auditors and to authorise the Board to fix their remuneration.		
5(A).	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
5(B).	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
5(C).	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.		
5(D).	To approve the share subdivision of each issued and unissued share of HK\$0.01 each in the share capital of the Company into ten (10) subdivided shares of HK0.001 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.		
5(E).	To approve the increase of 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) in the share capital of the Company to 100,000,000,000 shares with a par value of HK\$0.001 each.		
SPECIAL RESOLUTION		FOR	AGAINST
6.	To approve the proposed amendments to the Memorandum and Articles of Association and to approve the adoption of the amended and restated Memorandum and Articles of Association which consolidate all of the proposed amendments.		

Date: _____ 2015

Signature(s) ^(Note 5) _____

Notes:

1. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one proxy or more than one proxy to attend and vote instead of him. A proxy need not be a Shareholder.
On a show of hands every Shareholder who is present in person shall have one vote. In the case of a poll, every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
7. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar, 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 holding the AGM or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
9. Unless otherwise defined, capitalised terms used in this proxy form shall have the same meanings as defined in the circular dated 24 April 2015.