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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 DIRECTORS AND AN**  
**INDEPENDENT NON-EXECUTIVE DIRECTOR;**  
**(3) GENERAL MANDATES TO ISSUE SHARES AND**  
**REPURCHASE SHARES;**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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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 7 of this circular. A notice convening the AGM to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Monday, 31 May 2021 at 2:30 pm is set out on pages 24 to 27 of this circular.

Whether or not you intend to attend the AGM, please complete and sign the enclosed form of proxy for use at the AGM 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 54, 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 fixed for the AGM (i.e. not later than 2:30 pm on Saturday, 29 May 2021) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

This circular and the form of proxy are also published on the designated website of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the website of the Company (<http://www.fsanthracite.com>).

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

To safeguard the health and safety of the Shareholders and to prevent the spreading of the Coronavirus, please see page 1 of this document for measures that will be implemented at the AGM, including:

- compulsory temperature checks
- health declarations
- wearing of surgical face masks
- no provision of corporate gifts and refreshments

Any person who does not comply with any of the precautionary measures may be denied entry to the AGM. The Company encourages the Shareholders to exercise their voting right by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person.

\* *References to time and dates in this circular are to Hong Kong time and dates.*

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*This circular is available in printed form in both English and Chinese and is also published on the designated website of Hong Kong Exchanges and Clearing Limited (<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 version and the Chinese version of this circular.*

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the current Novel Coronavirus (“COVID-19”) epidemic situation and the Prevention and Control of Disease (Prohibition on Group Gathering) Regulations (the “Regulations”), the Company will implement the following precautionary measures at the Annual General Meeting to safeguard the health and safety of every attendee at the AGM:

(i) Voting by proxy

For the health and safety of the Shareholders, the Company strongly recommends Shareholders to exercise their voting rights by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person. Shareholders who choose to do so should ensure the proxy instructions reach our share registrar not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). The proxy form is attached to the AGM Circular for Shareholders who opt to receive physical circulars or can be downloaded from the “INVESTOR RELATIONS” section of the Company’s website at <http://www.fsanthracite.com>. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.

(ii) Seating at the meeting will be arranged so as to comply with relevant Regulations. As a result, there will be limited seating capacity. The Company may limit the number of attendees at the AGM for compliance with such Regulations.

(iii) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius will not be admitted to the meeting and will be requested to leave the AGM venue.

(iv) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a health declaration form before admission to the meeting venue.

(v) Every attendee will be required to wear surgical face masks at the meeting venue throughout the AGM. Please note that no face masks will be provided at the AGM venue and attendees should bring and wear their own face masks.

(vi) Any person who has recently travelled outside Hong Kong and is subject to any quarantine requirements (“Recent Traveler”), or has had close contact with any person under quarantine or with any Recent Traveler shall not attend the AGM.

(vii) No refreshments or corporate gifts will be provided.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

The Company will closely monitor the development of the COVID-19 pandemic and ensure that the AGM will be conducted in compliance with the laws, regulations and measures introduced by the Hong Kong Government from time to time. Where necessary, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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## DEFINITIONS

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

“AGM”	Annual General Meeting, an annual general meeting of the Company to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Monday, 31 May 2021 at 2:30 pm
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“CHNR”	China Natural Resources, Inc., a company incorporated in BVI on 14 December 1993, the shares of which are listed on the Capital Market of NASDAQ in the State of New York, United States
“CNY”	Chinese Yuan, the lawful currency of the People’s Republic of China
“Company”	Feishang Anthracite Resources Limited, a company incorporated in 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 from time to time
“Group”	the Company and its subsidiaries from time to time
“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
“Issuance Mandate”	as defined in paragraph 4 of the letter from the Board as set out on page 5 of this circular
“Last AGM”	the last annual general meeting of the Company held on 29 May 2020

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## DEFINITIONS

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“Latest Practicable Date”	20 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Share Repurchase Mandate”	as defined in paragraph 5 of the letter from the Board as set out on page 6 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time
“%”	per cent

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. HAN Weibing (*Chairman and  
Chief Executive Officer*)

Mr. HU Lubao

Mr. TAM Cheuk Ho

Mr. WONG Wah On Edward

Mr. YUE Ming Wai Bonaventure

*Independent Non-executive Directors:*

Mr. LO Kin Cheung

Mr. HUANG Zuye

Mr. WANG Xiufeng

*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

27 April 2021

*To the Shareholders*

Dear Sir/Madam,

### **PROPOSALS FOR**

- (1) RE-ELECTION OF RETIRING DIRECTORS;**
  - (2) ELECTION OF EXECUTIVE DIRECTORS AND AN  
INDEPENDENT NON-EXECUTIVE DIRECTOR;**
  - (3) GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES;**
- AND**
- (4) 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 AGM to be held on Monday, 31 May 2021, and to give Shareholders notice of the AGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 14.19 of the Articles of Association, Mr. HAN Weibing, Mr. WONG Wah On Edward, and Mr. LO Kin Cheung shall retire by rotation from office at the AGM and, being eligible, have offered themselves for re-election. Mr. HU Lubao who shall also retire by rotation from office at the AGM, will not offer himself for re-election.

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

### 3. PROPOSED ELECTION OF EXECUTIVE DIRECTORS AND AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board proposes that Mr. HE Jianhu, Mr. WANG Weidong and Mr. YANG Guohua be elected as executive Directors and Mr. CHAN Him, Alfred as an independent non-executive Director at the AGM. It is the present intention of the Board to appoint Mr. WANG Weidong as Deputy Chairman of the Board and Mr. YANG Guohua as member of the corporate social responsibility committee of the Company should they be elected as executive Directors by the Shareholders at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, the biographical details of the director candidates standing for election at the AGM are set out in Appendix I to this circular.

### 4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the Last AGM, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM. 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 AGM to approve the granting of a general and unconditional mandate to the Directors to allot, issue or deal with an additional number of 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 4(A) of the notice of the AGM (i.e. a total of 276,109,160 Shares, assuming that the total number of issued Shares of the Company remains unchanged after the Latest Practicable Date and up to the date of the AGM) (the “**Issuance Mandate**”). Conditional upon the passing of the resolutions of the Shareholders to grant the Issuance Mandate and the Share Repurchase 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 4(C) of the notice of the AGM will also be proposed at the AGM.

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

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## LETTER FROM THE BOARD

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### 5. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the Last AGM, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. 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 AGM to approve the granting of a general and unconditional mandate to the Directors to repurchase its Shares on the Stock Exchange 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 4(B) of the notice of the AGM (i.e. a total of 138,054,580 Shares, assuming that the issued share capital of the Company remains unchanged after the Latest Practicable Date and up to the date of the AGM) (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)(b) 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.

### 6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Date: Monday, 31 May 2021  
Time: 2:30 pm  
Venue: 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong

The notice of the AGM is set out on pages 24 to 27 of this circular. At the AGM, resolutions of the Shareholders will be proposed to approve, among others: (i) the re-election of the retiring Directors and the election of the director candidates; and (ii) the granting of the Issuance Mandate and the Share Repurchase Mandate and the extension of the Issuance Mandate by adding thereto of any Shares repurchased under the Share Repurchase Mandate. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the designated website of the Hong Kong Exchanges and Clearing Limited (<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 54, 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 fixed for the AGM (i.e. not later than 2:30 pm on Saturday, 29 May 2021) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM.



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## LETTER FROM THE BOARD

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### 7. CLOSURE OF REGISTER OF MEMBERS

For determining the eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 26 May 2021 to Monday, 31 May 2021, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 25 May 2021.

### 8. RECOMMENDATION

The Directors consider that the proposed resolutions regarding: (i) re-election of retiring Directors and election of director candidates; and (ii) granting of the Issuance Mandate and the Share Repurchase Mandate and the extension of the Issuance Mandate by the addition thereto of any Shares repurchased under the Share Repurchase Mandate 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 proposed resolutions at the AGM.

### 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 with regard to the Company. 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 in this circular misleading.

### 10. GENERAL

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

Yours faithfully,  
For and on behalf of the Board  
**Feishang Anthracite Resources Limited**  
**HAN Weibing**  
*Chairman*

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

**(1) Mr. HAN Weibing, aged 49, Executive Director**

***Position and Experience***

Mr. HAN Weibing (“**Mr. Han**”), aged 49, was appointed as an executive Director in December 2013. He is also a member of the corporate social responsibility committee and the remuneration committee of the Company. He has been chief executive officer of the Company since 29 March 2016, and the chairman of the Board since 26 July 2016. From December 2013 and up to 28 March 2016, he was the chief operating officer of the Company. Mr. Han is primarily responsible for overseeing the day-to-day management and operations of the Group. Mr. Han served as a director of Jinsha Juli Energy Co., Ltd. (“Jinsha Juli”), a subsidiary of the Company, from November 2012 to May 2020, and he was a director and the chairman of the board of directors of Guizhou Puxin Energy Co., Ltd. (“Guizhou Puxin”) and Guizhou Yongfu Mining Co., Limited (“Guizhou Yongfu”), subsidiaries of the Company, from January 2012 to October 2019.

From January 2012 to January 2014, Mr. Han served as the vice president of the coal division of China Natural Resources, Inc. (“CHNR”), a substantial shareholder, taking charge of the development and management of its coal mining related business. From March 2009 to March 2012, Mr. Han was the general manager and the vice president of the human resources department of Feishang Enterprise Group Co., Ltd. (“Feishang Enterprise”), an entity controlled by the ultimate controlling shareholder, and he also served as its assistant president from February 2010 to February 2011. From August 1995 to March 2007, Mr. Han served as the deputy manager of the human resources department of a multinational logistics equipment manufacturing company listed on the Shenzhen Stock Exchange.

Save as disclosed above, Mr. Han does not hold any other position with the Company or any member of the Group.

Mr. Han graduated from Sun Yat-Sen University (中山大學) with an executive master of business administration degree in June 2007 and from Wright State University in the United States with a master of business administration degree in November 2008.

Mr. Han did not hold any directorship in other listed public companies in the past three years.

***Length of service***

The length of service of Mr. Han as executive Director is approximately 7.5 years. Mr. Han has entered into a service agreement with the Company, which can be terminated by either party with one-month notice, for a term of three years up to 22 December 2022. Mr. Han is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

***Relationships***

Mr. Han 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. Han did not have any interest (within the meaning of Part XV of the SFO) in the Shares.

***Director's emoluments***

Mr. Han is entitled under his service agreement to an annual director's fee of HK\$1.00 and an annual salary of CNY 323,261.22 together with a discretionary bonus, which is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities within the Group and the current market situation.

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

Save for the information set out in this Appendix, there is no other matters that needs to be brought to the attention of the Shareholders or any information that should be disclosed under paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules concerning Mr. Han that need to be brought to the attention of the Shareholders.

**(2) Mr. WONG Wah On Edward, aged 57, Executive Director*****Position and Experience***

Mr. WONG Wah On Edward (“**Mr. Wong**”), aged 57, was appointed as an executive Director in February 2013.

Mr. Wong had been with the CHNR group for more than 20 years. He resigned from the positions of chief financial officer, executive director and company secretary of CHNR in January 2014. He was appointed as a director of CHNR in April 2015. Mr. Wong was appointed as an independent non-executive director of Quali-Smart Holdings Limited, a company listed in Hong Kong (stock code: 1348) in September 2015. He has been the chairman and the chief executive officer of CHNR since August 2016. 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 been 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.

Save as disclosed above, Mr. WONG does not hold any other position with the Company or any member of the Group.

Mr. WONG graduated from the Hong Kong Polytechnic University with a professional diploma in company secretaryship and administration in 1988. Mr. Wong is admitted as a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He was accredited as a certified public accountant (practising) by the Hong Kong Institute of Certified Public Accountants in September 1993. Mr. Wong is also an associate member of the Hong Kong Institute of Chartered Secretaries.

Mr. Wong did not hold any directorship in any listed public companies in the past three years.

#### ***Length of service***

The length of service of Mr. Wong as executive Director is approximately 8.2 years. Mr. Wong has entered into a service agreement with the Company, which can be terminated by either party with one-month notice, for a term of three years up to 22 December 2022. 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 has personal interests in 20,000,000 Shares within the meaning of Part XV of the SFO.

#### ***Director's emoluments***

Mr. Wong is entitled under his service agreement to an annual director's fee of HK\$1.00 and a discretionary bonus, which is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities within the Group and the current market situation.

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

Save for the information set out in this Appendix, there is no other matters that needs to be brought to the attention of the Shareholders or any information that should be disclosed under paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules concerning Mr. Wong that need to be brought to the attention of the Shareholders.

**(3) Mr. LO Kin Cheung, aged 56, Independent Non-executive Director**

*Position and Experience*

Mr. LO Kin Cheung (“**Mr. Lo**”), aged 56, was appointed as an independent non-executive Director in December 2013. He is also the chairman of audit committee of the Company and a member of the remuneration committee and nomination committee of the Company.

Mr. Lo acted as an independent non-executive director of CHNR from December 2004 to June 2006 and an independent non-executive director of China Resources Development, Inc., a member of the predecessor group of CHNR, from May 2000 to December 2004. He also served as an independent non-executive director of a Hong Kong listed company operating Chinese restaurant chains and engaged in property investments during the period from August 2004 to August 2011. Mr. Lo has been the chief financial officer of a private company engaging in the printing business since September 2001. From March 1998 to July 2001, Mr. Lo was an executive director of a Hong Kong listed company then involved in the baby care product industry and the multimedia industry. From July 1986, Mr. Lo spent nearly 12 years with an international certified public accountant firm and his last position at such firm was as a principal. Over these years, Mr. Lo has gained extensive experience in finance and accounting.

Save as disclosed above, Mr. Lo does not hold any other position with the Company or any member of the Group.

Mr. Lo graduated from the University of Hong Kong with a bachelor’s degree in science in 1986 and completed the advanced management program at Harvard Business School in May 2004. Mr. Lo was admitted as a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in 2000 and 1994, respectively. He is also a fellow member of the Institute of Chartered Accountants in England and Wales.

Save as disclosed above, Mr. Lo has not held any directorship in other listed public companies in the past three years.

***Length of service***

The length of service of Mr. Lo as independent non-executive Director is approximately 7.5 years. Mr. Lo has entered into a service agreement with the Company, which can be terminated by either party with one-month notice, for a term of three years up to 22 December 2022. Mr. Wang is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

***Relationships***

Mr. Lo 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. Lo did not have any interest (within the meaning of Part XV of the SFO) in the Shares.

***Director's emoluments***

Mr. Lo is entitled under his service agreement to an annual director's fee of HK\$120,000.00 which is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities within the Group and the current market situation.

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

Save for the information set out in this Appendix, there is no other matters that needs to be brought to the attention of the Shareholders or any information that should be disclosed under paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules concerning Mr. Lo that need to be brought to the attention of the Shareholders.

*The following are details of Mr. HE Jianhu, Mr. WANG Weidong and Mr. YANG Guohua, respectively, candidates for election at the AGM as executive Directors, and Mr. CHAN Him, Alfred, candidate for election at the AGM as an independent non-executive Director.*

**(1) Mr. HE Jianhu, aged 44, candidate for election as Executive Director**

***Position and Experience***

Mr. HE Jianhu (“**Mr. He**”), aged 44, has over 14 years’ experience in audit and finance management.

Mr. He has served as director of Wuhu Hengxin Copper Industry Group Company Limited (蕪湖恒鑫銅業集團有限公司) in April 2017.

Mr. He has worked as general manager of audit and supervision department of Feishang Enterprise Group Co., Ltd. (“Feishang Enterprise”) since May 2016, and he served as senior manager of audit and supervision department of Feishang Enterprise from April 2007 to April 2016. During this period, he was primarily responsible for regular management audit of subsidiaries, supervision, inspection and guidance on daily operation and internal control of subsidiaries, whole-process audit and supervision on construction and renovation project of subsidiaries, and due diligence work and risk appraisal on proposed investment projects. He was the regional audit manager of Kingdee Software (China) Co., Ltd. (金蝶軟體(中國)有限公司) from July 2006 to April 2007. During this period, he was primarily responsible for supervision and inspection on implementation of company strategy and key resolution of shareholders meeting, audit of finance and operation management and audit of investment return and off-office auditing of senior management.

Mr. He does not hold any position with the Company or any member of the Group.

Mr. He graduated from Changchun Finance College (長春金融高等專科學校) with a certificate in accounting in July 2000. He obtained the qualification of intermediate accountant from the PRC Ministry of Finance (中華人民共和國財政部) in May 2002. He obtained the qualification of Certified Public Accountant in China (中國註冊會計師) in June 2002.

Mr. He did not hold any directorship in other listed companies in the past three years.

***Length of service***

Mr. He will enter into a service agreement with the Company, which can be terminated by either party with one-month notice, for a term of three years commencing from the election at the AGM up to 30 May 2024. Mr. He 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. He 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. He does not hold any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

***Director's emoluments***

After being appointed, Mr. He will be entitled to an annual Director's fee of HK\$1.00 and a discretionary bonus, which is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities within the Group and the current market situation.

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

Save for the information set out in this Appendix, there is no other matters that needs to be brought to the attention of the Shareholders or any information that should be disclosed under paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules concerning Mr. He that need to be brought to the attention of the Shareholders.

**(2) Mr. YANG Guohua, aged 52, candidate for election as Executive Director*****Position and Experience***

Mr. YANG Guohua ("**Mr. Yang**"), aged 52, has over 29 years' experience in the coal mining industry.

Mr. Yang was appointed as executive general manager, chief engineer and safety supervisor of Guizhou Puxin in December 2019, April 2019 and August 2018 respectively. Prior to joining the Group, Mr. Yang worked as chief engineer and general manager of Guizhou Langyue Mining Investment Co., Ltd. (貴州省朗月礦業投資有限公司) in June 2012 and April 2016 respectively, and served there until July 2018. During this period, he was responsible for overall management of coalmine safety, production, operation, technological plan, construction, projection bidding and contract execution. He served as deputy general manager and head of safety supervision department of Guizhou Nengfa Power Fuel Development Co., Ltd. (貴州能發電力燃料開發有限公司) from May 2011 to May 2012. During this period, he was in charge of the safety supervision and management of subsidiary coalmines and



examination and approval of safe production plans submitted by subsidiary coalmines. He was general manager and chairman of board of Guizhou Qianxi Guijing Coal Development Co., Ltd (貴州黔西桂箐煤炭開發有限公司) from October 2009 to May 2011, in charge of the overall management of Guijing Coalmine (桂箐煤礦), including management of safety, technology, engineering construction, project settlement, project bidding, project quality, finance, material procurement, human resources and public relations. He acted as deputy general manager and chief engineer of Guijing Coalmine from April 2007 to September 2009, primarily responsible for construction and technical management of Guijing Coalmine. He worked as mine director of Yizhong Coalmine (義忠煤礦) of Guizhou Nengfa Power Fuel Development Co., Ltd from March 2006 to March 2007, in charge of overall management of mine construction. He was mining district chief and head of engineering technology department of Guizhou Linhua Mining Investment Co., Ltd. (貴州林華礦業有限公司) from May 2004 to February 2006, mainly responsible for coalmine construction management and mining district production and safety management. He served as mining district chief and head of transportation district of Datonger Coalmine (打通二煤礦) of Songzao Mining Bureau (松藻礦務局) from July 2001 to April 2004. He worked as a technician and mining district chief at Datonger Coalmine from July 1991 to August 1998 and was responsible for establishing the internal coal mining-related operational policies, providing technological training to mining team and involved in the design and construction of mining project and daily management in safety, production and technology.

Save as disclosed above, Mr. Yang does not hold any other position with the Company or any member of the Group.

Mr. Yang graduated from Sichuan Normal University (四川師範大學) with a diploma in mining engineering in June 2001. Mr. Yang graduated, as a correspondence student, from Guizhou University (貴州大學) with a bachelor's degree in mining engineering in July 2014. He obtained National Certification of Construction Cost Estimator Qualification in Mining Construction (Intermediate) from China Cost Engineering Association (中國建設工程造價管理協會) and China Coal Construction Association (中國煤炭建設協會) in July 2007. He was certified as Registered Safety Engineer by Department of Personnel of Guizhou Province (貴州省人事廳) in January 2008. He was accredited as a senior engineer of mining engineering by Department of Human Resources and Social Security of Guizhou Province (貴州省人力資源和社會保障廳) and Guizhou Federation of Industry and Commerce (貴州省工商業聯合會) in November 2015. He was appointed as coalmine safety production expert for five years beginning from 11 June 2020 by Guizhou Coal Mine Safety Supervision Bureau (貴州煤礦安全監察局) in June 2020.

Mr. Yang did not hold any directorship in any publicly-listed companies in the three years preceding the date hereof.

*Length of service*

Mr. Yang will enter into a service agreement with the Company, which can be terminated by either party with one-month notice, for a term of three years commencing from the election at the AGM up to 30 May 2024. Mr. Yang 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. Yang 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. Yang does not hold any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

*Director's emoluments*

After being appointed, Mr. Yang will be entitled to an annual Director's fee of HK\$1.00 and an annual salary of CNY303,838.76 together with a discretionary bonus, which is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities within the Group and the current market situation.

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

Save for the information set out in this Appendix, there is no other matters that needs to be brought to the attention of the Shareholders or any information that should be disclosed under paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules concerning Mr. Yang that need to be brought to the attention of the Shareholders.

**(3) Mr. WANG Weidong, aged 42, candidate for election as Executive Director***Position and Experience*

Mr. WANG Weidong (“**Mr. Wang**”), aged 42, has over 8 years’ experience in coal industry.

Mr. Wang was appointed as director of Guizhou Yongfu in March 2017, as director of Guizhou Puxin in October 2019 and as chairman of board of Guizhou Puxin in July 2020. He worked as manager of administration and human resources department, and as supervisor of comprehensive management centre of Guizhou Puxin from July 2011 to August 2019. Prior to joining the Group, Mr. Wang was a senior manager of human resources department of Feishang Enterprise from April 2010 to June 2011. During this period, he was primarily responsible for establishing salary system, position evaluation standard and performance management system, organizing and implementing performance evaluation of senior management of subsidiary enterprises. He worked as senior performance manager of Shenzhen Huafu Import and Export Co., Ltd (深圳市華孚進出口有限公司) from June 2009 to April 2010.

Save as disclosed above, Mr. Wang does not hold any position with the Company or any member of the Group.

Mr. Wang graduated from Huaqiao University (華僑大學) with a bachelor's degree in engineering in July 2002. Mr. Wang completed postgraduate courses in business administration in Xiamen University (廈門大學) in June 2010.

Mr. Wang did not hold any directorship in other listed companies in the past three years.

#### ***Length of service***

Mr. Wang will enter into a service agreement with the Company, which can be terminated by either party with one-month notice, for a term of three years commencing from the election at the AGM up to 30 May 2024. Mr. Wang 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. Wang 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. Wang does not hold any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

*Director's emoluments*

After being appointed, Mr. Wang will be entitled to an annual Director's fee of HK\$1.00 and an annual salary of CNY307,759.32 together with a discretionary bonus, which is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities within the Group and the current market situation.

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

Save for the information set out in this Appendix, there is no other matters that needs to be brought to the attention of the Shareholders or any information that should be disclosed under paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules concerning Mr. Wang that need to be brought to the attention of the Shareholders.

**(4) Mr. CHAN Him, Alfred, aged 57, Independent Non-executive Director***Position and Experience*

Mr. CHAN Him, Alfred (“**Mr. Chan**”), aged 57, has accumulated over 27 years of experience in audit, finance and company secretarial work.

Mr. Chan has been the chief financial officer and company secretary of HK Asia Holdings Limited (a company listed on the Main Board of the Stock Exchange) (stock code: 1723) since July 2017. He was the financial controller of Ruizi Energy Holdings Company Limited from January 2017 to April 2017. From November 2015 to February 2016, he worked as a consultant at Superb Talent Limited. He was the financial controller of York Star Co., Ltd. from March 2015 to July 2015. He worked as project chief financial officer of CGN New Energy Holdings Co., Ltd. (a company listed on the Main Board of the Stock Exchange) (stock code: 1811) from August 2011 to March 2015. He served as company secretary and financial controller of Amax International Holdings Limited (a company listed on the Main Board of the Stock Exchange) (stock code: 959) respectively from May 2010 to December 2010 and from June 2010 to October 2010. He was the project financial controller of Feishang Holdings Limited from May 2004 to April 2010. Mr. Chan was appointed as the company secretary and financial controller of Loulan Holdings Limited, a then listed company, in September 2001 and July 2002 respectively, and served there until his resignation in January 2004. Previously, he worked as the finance controller of The BigStore.com Asia Limited from October 1999 to August 2000. He was an audit manager at Moores Rowland from January 1998 to October 1998, and a financial controller at Richman Group Ltd from December 1996 to October 1997. He worked at Ernst & Young for nine years from July 1987 to June 1996, his last position being senior audit manager.

Mr. Chan does not hold any position with the Company or any member of the Group.

Mr. Chan graduated from the Hong Kong Polytechnic University in November 1987 with a Professional Diploma in Accountancy. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom.

Mr. Chan did not hold any directorship in other listed companies in the past three years.

Mr. Chan has given his written independence to the Company and the nomination committee of the Company had assessed and reviewed it based on the independence criteria as set out in rule 3.13 of the Listing Rules. The Board is also not aware of any circumstance that might influence Mr. Chan in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent. The Board is of the view that Mr. Chan is beneficial to the Group with diversity of his comprehensive experience and knowledge in audit and finance that contributes to invaluable expertise, continuity and stability to the Board.

#### ***Length of service***

Mr. Chan will enter into a service agreement with the Company, which can be terminated by either party with one-month notice, for a term of three years commencing from the election at the AGM up to 30 May 2024. Mr. Chan is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

#### ***Relationships***

Mr. Chan 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. Chan did not have any interest (within the meaning of Part XV of the SFO) in the Shares.

#### ***Director's emoluments***

After being appointed, Mr. Chan will be entitled to an annual Director's fee of HK\$120,000.00 which is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities within the Group and the current market situation.

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

Save for the information set out in this Appendix, there is no other matters that needs to be brought to the attention of the Shareholders or any information that should be disclosed under paragraph (h) to (v) of Rule 13.51(2) of the Listing Rules concerning Mr. Chan 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.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 1,380,545,800 Shares in issue.

Subject to the passing of the resolution set out in item 4(B) of the notice of the AGM in respect of the granting of the Share Repurchase Mandate and assuming that the total number of issued Share of the Company remains unchanged after the Latest Practicable Date and up to the date of the AGM, i.e. being 1,380,545,800 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 138,054,580 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

## **2. REASONS FOR SHARE REPURCHASE**

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Repurchases of Shares 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, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of 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 positions 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 2020) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not intend to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels 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 at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
April, 2020	1.03	0.98
May, 2020	1.03	0.96
June, 2020	1.03	0.98
July, 2020	1.03	0.89
August, 2020	1.03	0.94
September, 2020	1.01	0.95
October, 2020	1.03	0.96
November, 2020	1.05	0.96
December, 2020	1.31	1.00
January, 2021	1.45	1.10
February, 2021	1.45	1.18
March, 2021	1.29	0.97
April, 2021 ( <i>up to the Latest Practicable Date</i> )	1.08	1.00

**6. GENERAL**

As at the Latest Practicable Date, 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 to the Company in the event that the granting of the Share Repurchase Mandate is approved 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 to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the applicable laws of BVI.



**7. TAKEOVERS CODE CONSEQUENCES**

If as a result of a repurchase of Shares 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 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 (as defined in the Listing Rules), was interested and deemed to be interested in an aggregate of 739,029,650 Shares representing approximately 53.53% of the total issued Shares. Such 739,029,650 Shares comprised of 15,000,000 Shares (representing approximately 1.09% of the total issued Shares) held by himself directly as beneficial owner, 604,029,650 Shares (representing approximately 43.75% of the total issued Shares) held by Feishang Group Limited and 120,000,000 Shares (representing approximately 8.69% of the total issued Shares) held by China Natural Resources, Inc., a controlled corporation of which 62.87% is 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. Mr. LI Zongyang, the son of Mr. LI Feilie, is interested and deemed to be interested in an aggregate of 182,740,000 Shares representing approximately 13.23% of the total issued Shares. Such 182,740,000 Shares comprised of 125,000,000 Shares (representing approximately 9.05% of the total issued Shares) held by himself, and 57,740,000 Shares (representing approximately 4.18% of the total issued Shares) held by Field Rich (China) Limited, which is wholly owned by Mr. LI Zongyang. Mr. LI Zongyang is deemed to be a party acting in concert with Mr. LI Feilie.

In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the aggregate shareholding of Mr. LI Feilie and his party acting in concert would be increased to approximately 74.18% of the issued Shares 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.

The Directors have no present intention of exercising the Share Repurchase Mandate to such an extent as would result in a mandatory offer or the number of 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 six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**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 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Monday, 31 May 2021 at 2:30 pm (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 2020.
2. (A) To re-elect Mr. HAN Weibing as an executive director;  
(B) To re-elect Mr. WONG Wah On Edward as an executive director;  
(C) To re-elect Mr. LO Kin Cheung as an independent non-executive director;  
(D) To elect Mr. HE Jianhu as an executive director;  
(E) To elect Mr. YANG Guohua as an executive director;  
(F) To elect Mr. WANG Weidong as an executive director;  
(G) To elect Mr. CHAN Him, Alfred as an independent non-executive director; and  
(H) To authorize the board of directors of the Company (the “**Board**”) to fix the respective directors’ remuneration.
3. To re-appoint Ernst & Young as the Company’s independent auditors and to authorise the Board to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Shareholders:

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## NOTICE OF ANNUAL GENERAL MEETING

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### ORDINARY RESOLUTIONS

(A) **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors 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 during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) 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;
  - (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 of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) the date on which the authority given under 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 recognized regulatory body or any stock exchange outside Hong Kong).”

(B) “**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to 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 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 (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (C) “**THAT** conditional upon the passing of the resolutions set out in items 4(A) and 4(B) of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4(A) 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 4(B) 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 (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board  
**Feishang Anthracite Resources Limited**  
**HAN Weibing**  
*Chairman*

Hong Kong, 27 April 2021

*Notes:*

1. A Shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxy 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. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
2. 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for the holding of the meeting (i.e. not later than 2:30 pm on Saturday, 29 May 2021) or any adjournment thereof (as the case may be). Completion and return 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 if the Shareholder votes in person at the AGM.
3. For determining the eligibility to attend and vote at the above meeting, the Register of Members of the Company will be closed from Wednesday, 26 May 2021 to Monday, 31 May 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 pm on Tuesday, 25 May 2021.
4. References to time and dates in this notice are to Hong Kong time and dates.