

FEISHANG ANTHRACITE RESOURCES LIMITED
(the “Company”)
(Incorporated in the British Virgin Islands with limited liability)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON
FOR ELECTION AS A DIRECTOR OF THE COMPANY**

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 14.4 of the Company’s Articles of Association.

1.2 Extract of Article 14.4 is set out below:

No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

**2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF
SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE
“LISTING RULES”)**

2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
- publish such announcement or issue such supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

- 3.1 After the publication of the notice of a general meeting by the Company, if a shareholder wishes to propose a person (the “Candidate”) for election as a director of the Company at the general meeting, he/she shall deposit a written notice (the “Notice”) at the Company’s principal place of business in Hong Kong at Room 2205, Shun Tak Centre, 200 Connaught Road Central, Sheung Wan, Hong Kong.
- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.
- 3.3 The period for lodgment of the Notice shall commence on the day after the despatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.
- 3.4 In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.

4. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

- 4.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company.
- 4.2 Pursuant to Article 10.3 of the Company’s Articles of Association, extraordinary general meetings may be convened by the Board on requisition of any two or more shareholder(s) holding not less than one-tenth of the paid up capital of the Company or any one shareholder which is a recognised clearing house (or its nominee(s)) holding not less than one-tenth of the paid up capital of the Company or by such shareholder(s) who made the requisition (as the case may be).

Date: 22 January 2014

Note: *If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.*

飛尚無煙煤資源有限公司
(「本公司」)
(於英屬維爾京群島註冊成立的有限公司)

股東提名人選參選為本公司董事的程序

1. 本公司組織章程細則的規定

1.1 有關股東提名人選參選為本公司董事的規定載列於本公司組織章程細則內之細則第14.4條。

1.2 細則第14.4條的原文節錄如下：

未經董事會推薦，概無任何人士（退任的董事除外）合資格於股東大會上參選董事一職，除非在至少7日期限內（於不早於就有關選舉而舉行的股東大會通告寄發翌日開始，並在不遲於有關大會舉行日期前7日結束），有權出席大會並於會上投票的本公司股東（擬被提名的人士除外）向秘書發出書面通知，表示有意提名該名人士，而被提名人士亦發出經簽名的書面通知表示願意被選，則作別論。

2. 香港聯合交易所有限公司證券上市規則（「《上市規則》」）的規定

2.1 根據《上市規則》第13.70條及13.74條，本公司必須遵守以下規定：

- 如本公司在刊發股東大會通告後，收到一名股東提名某名人士於股東大會上參選董事的通知，本公司必須刊登公告或發出補充通函；
- 公告或補充通函內須包括該位被提名參選董事人士按《上市規則》第13.51(2)條的規定而須披露的資料；
- 該公告或該補充通函必須在有關股東大會舉行日期前不少於10個營業日前刊登或發出；及
- 本公司必須評估是否需要將選舉董事的會議押後，讓股東有至少10個營業日考慮公告或補充通函所披露的有關資料。

3. 股東提名人選參選董事的程序

- 3.1 於本公司刊登股東大會的通知後，若股東擬提名個別人士（「候選人」）於股東大會上參選為本公司董事，須把一份書面通知（「提名通知」）送交本公司在香港的主要營業地址，地址為香港上環干諾道中200號信德中心2205室。
- 3.2 該提名通知必須：(i) 包括候選人按《上市規則》第13.51(2)條的規定而須披露的資料；及 (ii) 由有關股東簽署，以及候選人簽署以表示其願意接受委任和同意公布其個人資料。
- 3.3 遞交提名通知的期間將由股東大會的通告發送後開始，但不得遲於該股東大會舉行日期之前7天結束。
- 3.4 為了讓本公司的股東有充足時間考慮有關選舉候選人為本公司董事的建議，本公司促請擬提建議的股東盡早遞交其提名通知。

4. 股東要求召開股東特別大會

- 4.1 股東可就提名某名人士出任本公司董事一事，要求本公司召開股東特別大會。
- 4.2 根據本公司組織章程細則第10.3條，股東特別大會可經由董事會按任何兩名或以上持有不少於十分之一的本公司繳足款股本的股東或任何一名作為認可結算所(或其代表人)並持有不少於十分之一的本公司繳足款股本的股東要求下而召開，或由提出該要求的股東召開(視乎情況而定)。

日期：二零一四年一月二十二日

註：如本文件的英文及中文版本有任何差異，概以英文版本為準。