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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;
AND
(2) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
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 3 to 6 of this circular. A notice convening the AGM to be held at Room 2205, Shun Tak Centre, 200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 31 May 2023 at 2:30 p.m. is set out on pages 17 to 20 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 p.m. on Monday, 29 May 2023) 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>).

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

27 April 2023

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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.

DEFINITIONS

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 Room 2205, Shun Tak Centre, 200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 31 May 2023 at 2:30 p.m.
“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 3 of the letter from the Board as set out on page 4 of this circular
“Last AGM”	the last annual general meeting of the Company held on 28 June 2022

DEFINITIONS

“Latest Practicable Date”	20 April 2023, 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 Option Scheme”	the share option scheme adopted by the Company on 28 June 2022
“Share Repurchase Mandate”	as defined in paragraph 4 of the letter from the Board as set out on page 4 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

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. HAN Weibing (*Chairman and
Chief Executive Officer*)
Mr. WANG Weidong (*Deputy Chairman*)
Mr. HE Jianhu
Mr. TAM Cheuk Ho
Mr. WONG Wah On Edward
Mr. YANG Guohua

Independent Non-executive Directors:

Mr. CHAN Him Alfred
Mr. LO Kin Cheung
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 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS;
AND
(2) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
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 AGM to be held on Wednesday, 31 May 2023, and to give Shareholders notice of the AGM.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 14.19 of the Articles of Association, Mr. HAN Weibing, Mr. HE Jianhu and Mr. YANG Guohua shall retire by rotation from office at the AGM and, being eligible, have offered themselves for re-election. The biographical details of the director candidates standing for election at the AGM are set out in Appendix I to this circular.

3. 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.

4. 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 Share Repurchase Mandate may continue in force during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by law or by the Articles of Association; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

LETTER FROM THE BOARD

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.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Date: Wednesday, 31 May 2023
Time: 2:30 p.m.
Venue: Room 2205, Shun Tak Centre, 200 Connaught Road Central,
Sheung Wan, Hong Kong

The notice of the AGM is set out on pages 17 to 20 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 (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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 p.m. on Monday, 29 May 2023) 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.

6. 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 Thursday, 25 May 2023 to Wednesday, 31 May 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 May 2023.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the proposed resolutions regarding: (i) re-election of retiring Directors; 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.

8. 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.

9. 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 51, Executive Director

Position and Experience

Mr. HAN Weibing (“**Mr. Han**”), aged 51, was appointed as an executive Director in December 2013. He is also a member of the ESG 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., Ltd. (“Guizhou Yongfu”), subsidiaries of the Company, from January 2012 to October 2019. Mr. Han served as the vice president of the coal division of China Natural Resources, Inc. (“CHNR”), from January 2012 to January 2014, taking charge of the development and management of its coal mining related business.

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

Mr. Han was the general manager and the vice president of the human resources department of Feishang Enterprise Group Co., Ltd. (“Feishang Enterprise”) from March 2009 to March 2012, and he also served as the assistant president of Feishang Enterprise 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.

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.

Save as disclosed above, 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 9.3 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 2025. 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 CNY476,034.78 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. HE Jianhu, aged 45, Executive Director*Position and Experience*

Mr. HE Jianhu ("**Mr. He**"), aged 45, was elected as an executive Director in May 2021.

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

Mr. He has over 15 years' experience in audit and finance management. He has worked as general manager of audit and supervision department of 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. Mr. 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 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.

Save as disclosed above, Mr. He did not hold any directorship in other listed public companies in the past three years.

Length of service

The length of service of Mr. He as executive Director is approximately 1.9 years. Mr. He 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 30 May 2024. Mr. He is 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 did not have any interest (within the meaning of Part XV of the SFO) in the Shares.

Director's emoluments

Mr. He 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. He that need to be brought to the attention of the Shareholders.

(3) Mr. YANG Guohua, aged 54, Executive Director*Position and Experience*

Mr. YANG Guohua (“**Mr. Yang**”), aged 54, was elected as an executive Director in May 2021. Mr. Yang is also the chairman of the ESG committee of the Company.

He has over 30 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.

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

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.

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.

Save as disclosed above, Mr. Yang did not hold any directorship in other listed public companies in the past three years.

Length of service

The length of service of Mr. Yang as executive Director is approximately 1.9 years. Mr. Yang 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 30 May 2024. Mr. Yang is 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 did not have any interest (within the meaning of Part XV of the SFO) in the Shares.

Director's emoluments

Mr. Yang is entitled under his service agreement to an annual director's fee of HK\$1.00 and an annual salary of CNY480,000.00 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.

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 AGM in relation to the granting of the Share Repurchase Mandate.

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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 Shares 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 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

Repurchases made pursuant to the Share Repurchase Mandate will be financed entirely from the available cash flow or working capital facilities of the Company which shall be 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. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with Listing Rules from time to time.

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 2022) 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:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2022	2.01	1.01
May 2022	1.82	1.06
June 2022	1.20	1.05
July 2022	1.13	1.05
August 2022	1.13	0.96
September 2022	1.08	0.92
October 2022	1.03	0.84
November 2022	1.10	0.96
December 2022	0.98	0.80
January 2023	0.93	0.75
February 2023	0.85	0.69
March 2023	0.80	0.66
April 2023 (<i>up to the Latest Practicable Date</i>)	0.80	0.64

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 power of the Company to make repurchase pursuant to the Share Repurchase Mandate in the proposed resolution 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 714,029,650 Shares representing approximately 51.72% of the total issued Shares. Such 714,029,650 Shares comprised of 15,000,000 Shares (representing approximately 1.09% of the total issued Shares) held by himself directly as beneficial owner, and 699,029,650 Shares (representing approximately 50.63% of the total issued Shares) held by Feishang Group Limited. 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 13.24% of the total issued Shares. Such 182,740,000 Shares comprised of 49,740,000 Shares (representing approximately 3.60% of the total issued Shares) held by himself, and 133,000,000 Shares (representing approximately 9.63% of the total issued Shares) held by Feishang Heyuan Investment Limited, which is indirectly owned as to 99% 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 72.18% 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.

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).

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 Room 2205, Shun Tak Centre, 200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 31 May 2023 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 2022.
2. (A) To re-elect Mr. HAN Weibing as an executive director;

(B) To re-elect Mr. HE Jianhu as an executive director;

(C) To re-elect Mr. YANG Guohua as an executive director;

(D) To authorise 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, to pass with or without amendments, the following resolutions as ordinary resolutions of the Shareholders:

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;

NOTICE OF ANNUAL GENERAL MEETING

- (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
- (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).”

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(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.”

- (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 2023

NOTICE OF ANNUAL GENERAL MEETING

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for the holding of the meeting (i.e. not later than 2:30 p.m. on Monday, 29 May 2023) 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 Thursday, 25 May 2023 to Wednesday, 31 May 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 May 2023.
4. References to time and dates in this notice are to Hong Kong time and dates.