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Future Bright Mining Holdings Limited

高鵬礦業控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2212)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Future Bright Mining Holdings Limited (the “Company”) will be held by way of electronic means (via ZOOM MEETING ONLY) at Unit 3603, 36/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Thursday, 28 April 2022 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2021.
2. (a) (i) To re-elect Ms. Wang Ruoxi as an executive director of the Company.
(ii) To re-elect Mr. Liu Jiang as an executive director of the Company.
(iii) To re-elect Mr. Li Yuguo as an executive director of the Company.
(iv) To re-elect Mr. Lyu Bin as an executive director of the Company.
(v) To re-elect Mr. Chen Xun as an independent non-executive director of the Company.
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

3. To re-appoint Messrs. Lau & Au Yeung C.P.A. Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities, and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period 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;
- (c) the aggregate number of securities allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) below; or (ii) the exercise of any options granted under any share option schemes of the Company or other similar arrangement adopted from time to time; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares of the Company 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 in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any bonds, warrants or debentures of the Company or any securities which are convertible into shares of the Company; or (v) a specific authority granted by the shareholders of the Company, shall not exceed:

20 per cent of the number of the shares of the Company in issue as at the date of the passing of this resolution;

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“Right Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws, or the requirements, of any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase shares in the capital of the Company on the Stock Exchange, or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the total number of the issued shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the number of the issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition to the number of the shares of the Company representing the aggregate number of issued shares of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 5 above (up to a maximum number equivalent to 10% of the number of the issued shares of the Company as at the date of passing of the said resolution no. 5).”

By Order of the Board
Future Bright Mining Holdings Limited
Li Yuguo
Executive Director

Hong Kong, 25 March 2022

Notes:

- (1) In light of the new regulations of Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F, Laws of Hong Kong) announced by the Government of the Hong Kong with effect from 10 February 2022, including the prohibition of the holding of physical general meetings of companies, Shareholders and/or their proxies will not be able to attend the AGM in person.
- (2) The AGM will be held by way of electronic means and will be broadcasted from the venue of the AGM in Hong Kong. Only the minimum number of persons will be physically present at the AGM venue as is legally required to form a quorate meeting by the Directors or other senior staff members of the Company who are Shareholders or proxy. Other Directors will participate by way of electronic means.

Shareholders will be able to view and participate the AGM through a live webcast at the start of the AGM until its conclusion on a computer, tablet or any browser enabled device. In order to do so, Shareholders who wish to join the the AGM via electronic means must register by 11:00 a.m. on Tuesday, 26 April 2022 (being not less than 48 hours before the AGM) by sending an email to contact@fbmining.com and providing personal particulars, including full name, registered address, number of shares held and relevant securities statements for verification purposes. Following authentication of his/her/its status as members of the Company, Shareholders will receive an email instruction on how to join the live broadcast to observe the proceedings of the AGM by Tuesday, 26 April 2022.

Shareholders may submit questions online during the AGM via the live broadcast. They can also send any questions they may have in advance in relation to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 11:00 a.m. on Tuesday, 26 April 2022 (being not less than 48 hours before the AGM) by email to contact@fbmining.com. If the Company cannot answer all questions at the AGM due to time constraint, it will endeavour to respond to such questions as soon as practicable after the AGM.

- (3) The voting on the resolution at the AGM will be conducted by way of a poll. Shareholders will still be able to vote by doing so in advance of the AGM by proxy. If you wish to vote on any resolution at the AGM, you must appoint the chairman of the AGM as your proxy to exercise your right to vote at the AGM in accordance with your instructions. If you appoint a person who is not the chairman of the AGM as your proxy, that person will not be permitted entry to the AGM venue and will not be able to exercise your vote. **Physical attendance at the AGM is not necessary for the purpose of exercising voting rights.**
- (4) 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 such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 11:00 a.m. on Tuesday, 26 April 2022, being not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting.
- (5) To ascertain the members' entitlement to attend and vote at the AGM, the register of members will be closed from Monday, 25 April 2022 to Thursday, 28 April 2022, both days inclusive, during which period no transfer of shares of the Company can be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 28 April 2022 will be entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the meeting, all completed share transfer forms accompanied by the relevant share certificates shall be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 April 2022.
- (6) A form of proxy for use at the AGM or any adjournment thereof is enclosed.
- (7) An explanatory statement containing further details regarding resolution no. 5 above is set out in Appendix I to the circular of which this notice of AGM forms part (the "**Circular**").

- (8) Details of the retiring directors proposed to be re-elected as directors of the Company are set out in Appendix II to the Circular.
- (9) Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the AGM and may issue further announcement on such measures as appropriate.
- (10) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the website of the Company at www.futurebrightltd.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Li Yuguo, Mr. Liu Yan Chee James, Mr. Lyu Bin, Mr. Yang Xiaoqiang (the vice chairman), Ms. Wang Ruoxi and Mr. Liu Jiang; and the independent non-executive Directors are Mr. Chen Xun, Mr. Zhang Yijun, Prof. Lau Chi Pang J.P. and Ms. Liu Shuyan.