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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Future Bright Mining Holdings Limited (the “Company”), you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

## PROPOSED SHARE CONSOLIDATION, PROPOSED CHANGE IN BOARD LOT SIZE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

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A notice convening the extraordinary general meeting (the “EGM”) of the Company to be held at Unit 3603, 36th Floor, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 31 August 2022 at 11:00 a.m. is set out on pages 14, 15 and 16 of this circular. A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Company at [www.futurebrightltd.com](http://www.futurebrightltd.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not you are able to attend the EGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the meeting or any adjourned meeting thereof (as the case may be).

### PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing COVID-19 pandemic and in line with the Hong Kong government’s directive on social distancing, personal and environmental hygiene, the Company will implement the following precautionary measures at the EGM venue to protect the attending Shareholders, proxy and other attendees from the risk of infection:

- (1) attendees who are subject to health quarantine prescribed by the Hong Kong government not being admitted to the EGM venue;
- (2) compulsory temperature screening/checks prior to admission to the EGM venue;
- (3) wearing of surgical face mask throughout the EGM;
- (4) maintaining proper distance between seats; and
- (5) no provision of refreshments, drinks or souvenirs.

Attendees who do not comply with the precautionary measures may be denied entry to and be required to leave the EGM venue at the absolute discretion of the Company as permitted by Laws of Hong Kong.

The Company would like to advise all of the Shareholders may appoint any person or the chairman of the EGM as a proxy to attend and vote on the resolutions, instead of attending the EGM in person.

The Company will closely monitor and ascertain the regulations and measures introduced or to be introduced by the Hong Kong government and may be required to update the precautionary measures and change the EGM arrangements, and if necessary, will make further announcements in case of any update regarding the precautionary measures to be carried out at the EGM.

12 August 2022

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## PRECAUTIONARY MEASURES FOR THE EGM

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In view of the ongoing novel coronavirus (“COVID-19”) pandemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong government at <https://www.chp.gov.hk/en/features/102742.html>), the Company will implement necessary preventive measures at the EGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including:

- (i) attendees who are subject to health quarantine prescribed by the Hong Kong government not being admitted to the EGM venue;
- (ii) compulsory body temperature checks for all attendees at the entrance of the EGM venue. Any person with a body temperature of 37.3 degrees Celsius or above will not be allowed to attend the EGM;
- (iii) prohibition from attendance at the EGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the EGM;
- (iv) all attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the EGM;
- (v) appropriate distance between seats in line with the guidance from the Hong Kong government will be maintained. Attendees are advised to maintain appropriate social distance with each other at all times when attending the EGM; and
- (vi) no provision of refreshments, drinks or souvenirs at the EGM.

To the extent permitted under the laws, regulations and the Listing Rules, the Company reserves the right to deny entry into the EGM venue or require any person, who does not comply with the precautionary measures, to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

In light of the continuing risks posed by COVID-19 pandemic, the Company strongly advises Shareholders to appoint the chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person.

The proxy form is attached to the EGM circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the Company’s website ([www.futurebrightltd.com](http://www.futurebrightltd.com)) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). 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 proxy.

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## PRECAUTIONARY MEASURES FOR THE EGM

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Shareholders are advised to read these precautionary measures carefully and monitor the development of COVID-19 pandemic. Subject to the development of COVID-19 pandemic, the Company may implement further changes to the arrangement of the EGM and precautionary measures and may issue further announcement on such measures as appropriate.

Health education materials and up-to-date development on COVID-19 pandemic can be found on the website of Centre for Health Protection ([www.chp.gov.hk](http://www.chp.gov.hk)) and the website of the Hong Kong government on COVID-19 pandemic ([www.coronavirus.gov.hk](http://www.coronavirus.gov.hk)).

If Shareholders have any questions relating to the EGM, please contact 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.

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## DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted, “extreme conditions” caused by super typhoons or on which a “black” rainstorm warning is issued between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 20,000 Existing Shares each to 10,000 Consolidated Shares
“Company”	Future Bright Mining Holdings Limited, a company incorporated in the Cayman Islands with limited liability and Shares of which are listed on the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held for the purpose of considering and, if thought fit, approving the proposed Share Consolidation
“Existing Share(s)”	ordinary share(s) of HK\$0.001 each in the existing share capital of the Company before the Share Consolidation becoming effective

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## DEFINITIONS

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“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“HKSCC”	Hong Kong Securities Clearing Company Limited
“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
“Latest Practicable Date”	Monday, 8 August 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every five (5) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Shareholder(s)”	Registered holder(s) of the issued Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## EXPECTED TIMETABLE

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The expected timetable for the proposed Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

**2022**

Latest time for lodging transfers of shares in order to qualify for attendance and voting at the EGM	4:30 p.m. on Thursday, 25 August
Register of members closes (both days inclusive)	Friday, 26 August to Wednesday, 31 August
Latest time for lodging forms of proxy for the EGM	11:00 a.m. on Monday, 29 August
Record date for attendance and voting at the EGM	Wednesday, 31 August
Date and time of the EGM	11:00 a.m. on Wednesday, 31 August
Publication of the announcement of the results of the EGM	Wednesday, 31 August

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out herein.**

Effective date of the Share Consolidation	Friday, 2 September
First day of free exchange of existing share certificates for new share certificates for Consolidated Shares	Friday, 2 September
Dealing in the Consolidated Shares commences	9:00 a.m. on Friday, 2 September
Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Friday, 2 September
Temporary counter for trading in the Consolidated Shares in board lots of 4,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Friday, 2 September

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## EXPECTED TIMETABLE

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Original counter for trading in the Consolidated Shares  
in board lots of 10,000 Consolidated Shares  
(in the form of new share certificates  
for the Consolidated Shares) re-opens . . . . . 9:00 a.m. on  
Monday, 19 September

Parallel trading in the Consolidated Shares  
(in the form of new share certificates  
for the Consolidated Shares and  
existing share certificates) commences . . . . . 9:00 a.m. on  
Monday, 19 September

Designated broker starts to stand in the market  
to provide matching services  
for odd lots of the Consolidated Shares . . . . . 9:00 a.m. on  
Monday, 19 September

Designated broker ceases to stand in the market  
to provide matching services  
for odd lots of the Consolidated Shares . . . . . 4:00 p.m. on  
Monday, 10 October

Temporary counter for trading in the Consolidated Shares  
in board lots of 4,000 Consolidated Shares  
(in the form of existing share certificates) closes . . . . . 4:10 p.m. on  
Monday, 10 October

Parallel trading in the Consolidated Shares  
(in the form of new share certificates  
for the Consolidated Shares and  
existing share certificates) ends . . . . . 4:10 p.m. on  
Monday, 10 October

Last day for free exchange of existing share certificates  
for new share certificates for the Consolidated Shares . . . . . Wednesday, 12 October

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Li Yuguo  
Mr. Liu Yan Chee James  
Mr. Lyu Bin  
Ms. Wang Ruoxi  
Mr. Yang Jiantong  
Mr. Yang Xiaoqiang

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Independent non-executive Directors:*

Prof. Lau Chi Pang *J.P.*  
Ms. Liu Shuyan  
Mr. Wang Xiaolong  
Mr. Zhang Yijun

*Headquarters and Principal Place of Business  
in Hong Kong:*

Unit 3603, 36/F  
West Tower, Shun Tak Centre  
168-200 Connaught Road Central  
Sheung Wan, Hong Kong

12 August 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION,  
PROPOSED CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 29 July 2022 in relation to the proposed Share Consolidation and the proposed Change in Board Lot Size. The purpose of this circular is to provide you with more information regarding the proposed Share Consolidation, the proposed Change in Board Lot Size and the notice of EGM.

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## LETTER FROM THE BOARD

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### **PROPOSED SHARE CONSOLIDATION**

The Board proposes that every five (5) issued and unissued Existing Shares of par value of HK\$0.001 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK\$0.005 each.

### **Effects of the Share Consolidation**

As at the Latest Practicable Date, there are 4,388,580,000 Existing Shares of par value of HK\$0.001 each in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 877,716,000 Consolidated Shares of par value of HK\$0.005 each in issue which are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank pari passu in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders.

### **Conditions of the Share Consolidation**

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

The Share Consolidation is expected to become effective on Friday, 2 September 2022 subject to the fulfilment of the above conditions.

As at the Latest Practicable Date, none of the above conditions has been fulfilled.

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## LETTER FROM THE BOARD

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### **Listing Application**

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by the HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by the HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into the CCASS established and operated by the HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Adjustments in relation to other securities of the Company**

As at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 20,000 Existing Shares of par value of HK\$0.001 each. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 20,000 Existing Shares of par value of HK\$0.001 each to 10,000 Consolidated Shares of par value of HK\$0.005 each.

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## LETTER FROM THE BOARD

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Based on the closing price of HK\$0.05 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the value of each board lot of 10,000 Consolidated Shares, assuming the Share Consolidation had already become effective, would be HK\$2,500.

### **REASONS FOR THE PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. According to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020, (i) any trading price less than HK\$0.10 will be considered as approaching the extremities of HK\$0.01 as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

In view of the recent trading price of the Shares, the Board considers that the Share Consolidation will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares, the Board believes that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, and therefore further broaden the shareholder base of the Company.

The Board considers that the Share Consolidation is essential to achieve the above-mentioned purpose. Taking into account of the potential benefits and the insubstantial amount of costs to be incurred, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are in the best interest of the Company and the Shareholders as a whole.

As at the date of this circular, the Company has no intention to carry out other corporate actions in the next 12 months which may affect the trading in the Shares, and the Company does not have any concrete plan to conduct any fund-raising activities in the next 12 months.

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## LETTER FROM THE BOARD

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### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares (if any) will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company appointed Computershare Hong Kong Investor Services Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 9:00 a.m. on Monday, 19 September 2022 to 4:00 p.m. on Monday, 10 October 2022.

Shareholders who wish to take advantage of this facility may contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or at telephone number (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 4:30 p.m.) within such period. Holders of the Shares who would like to match odd lots have to make an appointment in advance by dialing the telephone number of Computershare Hong Kong Investor Services Limited set out above.

**Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.**

### **Exchange of certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be Friday, 2 September 2022, Shareholders may on or after Friday, 2 September 2022 and until Wednesday, 12 October 2022 (both days inclusive), submit their existing share certificates in Pink colour for the Existing Shares to 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, Wanchai, Hong Kong for exchange for new share certificates in Blue colour for the Consolidated Shares at the expense of the Company.

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## LETTER FROM THE BOARD

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Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the share registrar for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of Share Certificates cancelled or issued is higher.

After 4:10 p.m. on Monday, 10 October 2022, trading will only be in Consolidated Shares which share certificates will be issued in Blue colour. Existing share certificates in Pink colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

### EGM

A notice convening the EGM to be held at Unit 3603, 36th Floor, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 31 August 2022 at 11:00 a.m. is set out on pages 14, 15 and 16 of this circular.

### ACTION TO BE TAKEN

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Company at [www.futurebrightltd.com](http://www.futurebrightltd.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not you are able to attend the EGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the meeting thereof (as the case may be).

In light of the continuing risks posed by COVID-19 pandemic, the Company strongly advises Shareholders to appoint the chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person.

Pursuant to Rule 13.39(4) of the Listing Rules, the voting at the EGM will be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by show of hands. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the proposed Share Consolidation is in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the ordinary resolution to be proposed at the EGM.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 26 August 2022 to Wednesday, 31 August 2022 (both days inclusive), during which period no transfer of Shares of the Company will be registered. In order to qualify for attending and voting at the meeting, all transfers of Shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 25 August 2022.

### 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 herein or this circular misleading.

### MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Yours faithfully,  
By order of the Board  
**Future Bright Mining Holdings Limited**  
**Li Yuguo**  
*Executive Director*

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## NOTICE OF THE EGM

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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 IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**EGM**”) of Future Bright Mining Holdings Limited (the “**Company**”) will be held at Unit 3603, 36th Floor, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong on Wednesday, 31 August 2022 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

“**THAT** subject to the fulfilment of all the conditions (the “**Conditions**”) set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 12 August 2022, a copy of which has been tabled at the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification, with effect from the second business day immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is later):

- (a) every five (5) issued and unissued ordinary shares of par value of HK\$0.001 each in the share capital of the Company be and are hereby consolidated into one (1) consolidated share of par value of HK\$0.005 each (the “**Consolidated Shares**”) (the “**Share Consolidation**”), such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company;
- (b) all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation (if any) will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and

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## NOTICE OF THE EGM

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- (c) any one of the Directors be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he or she considers necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”

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

Hong Kong, 12 August 2022

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarters and Principal Place of Business  
in Hong Kong:*

Unit 3603, 36/F  
West Tower, Shun Tak Centre  
168-200 Connaught Road Central  
Sheung Wan, Hong Kong

*Notes:*

1. In view of the outbreak of the novel coronavirus (“COVID-19”) pandemic and recent requirements for prevention and control of its spread, the Company will implement precautionary measures at the EGM, details of which are set out in the section headed “Precautionary measures for the EGM” on pages 1 and 2 of the circular of the Company dated 12 August 2022.
2. Any Shareholder of the Company entitled to attend and vote at the above meeting may appoint one or more proxies (if such Shareholder holds two or more shares of the Company) to attend and to vote in his stead. A proxy need not be a Shareholder of the Company.
3. In light of the continuing risks posed by COVID-19 pandemic, the Company strongly advises Shareholders to appoint the chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person.
4. All resolution(s) at the EGM will be taken by way of poll pursuant to the Listing Rules. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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## NOTICE OF THE EGM

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6. A form of proxy for use at the meeting is being despatched to the Shareholders of the Company together with a copy of this notice.
7. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of form of proxy will not preclude you from attending the meeting or any adjourned meeting thereof (as the case may be).
8. The register of members of the Company will be closed from Friday, 26 August 2022 to Wednesday, 31 August 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the meeting, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 25 August 2022.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Hong Kong government is/are in effect any time after 8:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the websites of the Company at [www.futurebrightltd.com](http://www.futurebrightltd.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify the Company's Shareholders of the date, time and place of the rescheduled meeting.