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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)**

#### **(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING**

**HELD ON 27 JUNE 2023;**

#### **(2) RETIREMENT OF DIRECTOR;**

#### **(3) CHANGE IN COMPOSITION OF THE BOARD COMMITTEES;**

#### **(4) NON-COMPLIANCE WITH RULES 3.10(2) AND 3.21 OF THE LISTING RULES;**

**AND**

#### **(5) ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of Future Bright Mining Holdings Limited (the “**Company**”) is pleased to announce that the annual general meeting of the Company (the “**AGM**”) was successfully convened on 27 June 2023 and all proposed resolutions as set out in the notice of the AGM dated 10 May 2023 (and as supplemented on 9 June 2023) (the “**Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 10 May 2023 (the “**Circular**”).

### **POLL RESULTS OF THE AGM**

As at the date of the AGM, the total number of Shares in the issued share capital of the Company was 877,716,000 Shares, which was the entire issued share capital of the Company entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. There were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

The Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote taking.

Mr. Yang Jiantong attended and chaired the AGM at the venue of the AGM. Except for Ms. Liu Shuyan (“**Ms. Liu**”), an independent non-executive Director, who was not able to attend the AGM due to other business arrangements, other Directors attended the AGM via electronic means.

The poll results in respect of all the resolutions proposed at the AGM are set out as follows:

Ordinary Resolutions		Number of Votes (%)		Total number of votes
		For	Against	
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2022.	7,553,900 (100%)	0 (0%)	7,553,900
2a.	(i) To re-elect Mr. Yang Jiantong as an executive director of the Company.	7,553,900 (100%)	0 (0%)	7,553,900
	(ii) To re-elect Mr. Wang Xiaolong as an independent non-executive director of the Company.	7,553,900 (100%)	0 (0%)	7,553,900
	(iii) To re-elect Mr. Liu Yan Chee James as an executive director of the Company.	7,553,900 (100%)	0 (0%)	7,553,900
	(iv) To re-elect Mr. Yang Xiaoqiang as an executive director of the Company.	7,553,900 (100%)	0 (0%)	7,553,900
2b.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	7,553,900 (100%)	0 (0%)	7,553,900
3.	To re-appoint Messrs. Lau & Au Yeung C.P.A. Limited as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.	7,553,900 (100%)	0 (0%)	7,553,900

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b>		<b>Total number of votes</b>
		<b>For</b>	<b>Against</b>	
4.	To grant a general unconditional mandate to the directors of the Company to allot, issue or otherwise deal with additional shares of the Company for an aggregate number not exceeding 20% of the number of the issued shares of the Company as at the date of the passing of this resolution.#	7,553,900 (100%)	0 (0%)	7,553,900
5.	To grant a general unconditional mandate to the directors of the Company to purchase the Company's shares for a total number not exceeding 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.#	7,553,900 (100%)	0 (0%)	7,553,900
6.	Conditional on the passing of resolutions numbered 4 and 5, to extend the issue mandate under resolution numbered 4 by an amount representing the aggregate number of issued shares of the Company repurchased by the Company pursuant to the authority granted under resolution numbered 5 above (up to a maximum number equivalent to 10% of the number of the issued share of the Company as at the date of the passing of the said resolution no.5).#	7,553,900 (100%)	0 (0%)	7,553,900
<b>Special Resolution</b>		<b>Number of Votes (%)</b>		<b>Total number of votes</b>
		<b>For</b>	<b>Against</b>	
7.	To consider and approve the proposed amendments to the existing articles of association of the Company and the adoption of the amended and restated articles of association of the Company.#	7,553,900 (100%)	0 (0%)	7,553,900

# Full text of the relevant resolutions is set out in the notice dated 10 May 2023 convening the AGM.

As more than 50% of the votes were cast by way of poll in favour of above resolutions no. 1, 2(a)(i), 2(a)(ii), 2(a)(iii), 2(a)(iv), 2(b), 3, 4, 5 and 6, resolutions no. 1, 2(a)(i), 2(a)(ii), 2(a)(iii), 2(a)(iv), 2(b), 3, 4, 5 and 6 proposed were duly passed at the AGM as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of resolution no. 7, resolution no. 7 was duly passed at the AGM as special resolution.

## **RETIREMENT OF DIRECTOR AND CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

The Board further announces that, due to other business engagements, Ms. Liu has retired as an independent non-executive Director with effect from the conclusion of the AGM. Ms. Liu has also ceased to be the chairperson of the audit committee (the “**Audit Committee**”) and a member of the remuneration committee and the nomination committee of the Company. Please also refer to the announcement of the Company dated 9 June 2023.

Ms. Liu has confirmed that she has no disagreement with the Board and there is no matter relating to her retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to express its appreciation to Ms. Liu for her valuable contribution to the Company during her tenure of service.

## **NON-COMPLIANCE WITH RULES 3.10(2) AND 3.21 OF THE LISTING RULES**

Pursuant to Rule 3.10(2) of the Listing Rules, at least one of the independent non-executive Directors (“**INEDs**”) must have appropriate professional qualifications or accounting or related financial management expertise (the “**Relevant Qualifications**”). Pursuant to Rule 3.21 of the Listing Rules, at least one of the members of the Audit Committee must be an INED with the Relevant Qualifications, and the Audit Committee must be chaired by an INED. Following the retirement of Ms. Liu, none of the INEDs is able to fulfill the requirement as prescribed under Rule 3.10(2) of the Listing Rules, and no member of the Audit Committee has the Relevant Qualifications. The chairperson’s seat of the Audit Committee would also be left vacant.

The Company is endeavoring to identify a suitable candidate to meet the abovementioned requirement as soon as practicable, and in any event within the three months from the date of this announcement, and will ensure compliance by the Company with the relevant Listing Rules. The Company will make further announcement(s) as and when appropriate.

## **ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The Board hereby announces that resolution no. 7 as set out in the Notice in relation to the Proposed Amendments and the proposed adoption of the Amended Articles was duly passed as special resolution of the Company. The Amended Articles has taken effect from the conclusion of the AGM, the full text of which is available on the websites of the Stock Exchange and the Company.

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

Hong Kong, 27 June 2023

*As at the date of this announcement and after the conclusion of the AGM, the executive Directors are Mr. Li Yuguo, Mr. Liu Yan Chee James, Mr. Lyu Bin, Mr. Yang Jiantong and Mr. Yang Xiaoqiang (the vice chairman); and the independent non-executive Directors are Prof. Lau Chi Pang J.P., Mr. Wang Xiaolong and Mr. Zhang Yijun.*