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If you are in 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, 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 together with the accompanying 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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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)

**PROPOSALS FOR GENERAL MANDATE
TO ISSUE AND REPURCHASE OF SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 4 to 8 of this circular. A notice convening the annual general meeting (“AGM”) to be held at 11:00 a.m. on Tuesday, 21 May 2024 at Units 1302-03, 13/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong, is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you desire to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong share registrar, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

23 April 2024

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on Tuesday, 21 May 2024 at Units 1302-03, 13/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-5 of this circular
“Articles”	the amended and restated articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the same meaning as defined in the Listing Rules
“Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Future Bright Mining Holdings Limited (Stock Code: 2212), an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the same meaning as defined in the Listing Rules
“core connected person(s)”	has the same meaning as defined in the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with additional Shares for an aggregate number not exceeding 20 per cent of the number of the issued Shares as at the date of passing of the relevant resolution, which is also extended by the addition of the number of Shares repurchased under the Repurchase Mandate, as set out in the AGM Notice
“Latest Practicable Date”	18 April 2024, 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, supplemented or otherwise modified from time to time)
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares for a total number not exceeding 10 per cent of the number of the issued Shares as at the date of passing of the relevant resolution, as set out in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“substantial shareholder(s)”	has the same meaning as defined in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time

In this circular, if there is any inconsistency between the Chinese names of the entities or enterprises established in China and their English translations, the Chinese names shall prevail. English translation of names in Chinese which are marked with “” is for identification purpose only.*

LETTER FROM THE BOARD

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. Lyu Bin
Mr. Sun Hailong
Mr. Xue Yunfei (*chief executive officer*)
Mr. Yang Jiantong

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.*
Mr. Wang Xiaolong
Ms. Wong Wan Lung
Mr. Zhang Yijun

Principal place of business

in Hong Kong:
Unit 8101, Level 81,
International Commerce Centre,
1 Austin Road West,
Kowloon,
Hong Kong

23 April 2024

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR GENERAL MANDATE
TO ISSUE AND REPURCHASE OF SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the proposed grant of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the proposed re-election of the retiring Directors; and (iii) the proposed re-appointment of auditors; and to seek your approval of the resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

ISSUE MANDATE AND EXTENSION

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate to allot and issue the Shares repurchased by the Company under the Repurchase Mandate, details of which are set out in ordinary resolutions nos. 4 and 6, respectively, of the AGM Notice. The aggregate number of the Shares which may be allotted and issued pursuant to the Issue Mandate is limited to a maximum of 20 per cent of the issued Shares as at the date of the passing of the resolution approving the Issue Mandate. On the basis that 1,053,259,200 Shares are in issue as at the Latest Practicable Date and no further Shares are issued or repurchased prior to the AGM, exercise in full of the Issue Mandate (without being extended by the number of Shares (if any) repurchased by the Company under the Repurchase Mandate) could result in up to 210,651,840 Shares being allotted and issued by the Company.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

REPURCHASE MANDATE

The Directors have been granted a general mandate to exercise the power of the Company to repurchase its own Shares at the annual general meeting of the Company held on 27 June 2023. As at the Latest Practicable Date, such repurchase mandate has not been utilised and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution no. 5 of the AGM Notice. The total number of the Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10 per cent of the number of issued Shares as at the date of passing of the resolution approving the Repurchase Mandate.

An explanatory statement as required under the Listing Rules, in particular Rule 10.06(1)(b), giving all information regarding the Repurchase Mandate reasonably necessary to enable the Shareholders to make an informed decision whether to vote for or against the resolution in relation to the Repurchase Mandate, is set out in Appendix I hereto.

On the basis that 1,053,259,200 Shares are in issue as at the Latest Practicable Date and assuming no further Shares are issued or repurchased prior to the AGM, exercise in full of the Repurchase Mandate could result in up to 105,325,920 Shares being repurchased by the Company during the period from the passing of resolution no. 5 set out in the AGM Notice up to (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 or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the Repurchase Mandate, whichever occurs first.

LETTER FROM THE BOARD

RETIREMENT OF DIRECTORS AND RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with article 83(3) of the Articles, any Director appointed by the Board either to fill the casual vacancy on the Board or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

In accordance with article 84(1) of the Articles, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not offer himself for re-election. Any further Directors so to retire shall be those other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to article 83(3) of the Articles shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Pursuant to article 83(3) of the Articles, Mr. Sun Hailong (who was appointed as an executive Director with effect from 1 April 2024), Mr. Xue Yunfei (who was appointed as an executive Director with effect from 1 April 2024) and Ms. Wong Wan Lung (who was appointed as an independent non-executive Director on 25 October 2023) will retire as Directors at the AGM and, being eligible, will offer themselves for re-election. Pursuant to article 84(1) of the Articles, Mr. Li Yuguo (executive Director), Prof. Lau Chi Pang *J.P.* (independent non-executive Director) and Mr. Zhang Yijun (independent non-executive Director) will retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

In proposing Ms. Wong Wan Lung, Prof. Lau Chi Pang *J.P.* and Mr. Zhang Yijun to be re-elected as independent non-executive Directors at the AGM, the nomination committee of the Company (the “**Nomination Committee**”) has considered their valuable working experience, knowledge and professionalism. Ms. Wong Wan Lung, Prof. Lau Chi Pang *J.P.* and Mr. Zhang Yijun have demonstrated their ability to provide independent, balanced and objective views to the Company’s matters during their appointment. The Nomination Committee has also assessed and reviewed the annual confirmation of independence of each of Ms. Wong Wan Lung, Prof. Lau Chi Pang *J.P.* and Mr. Zhang Yijun based on the independence criteria as set out in Rule 3.13 of the Listing Rules and re-affirmed the independence of Ms. Wong Wan Lung, Prof. Lau Chi Pang *J.P.* and Mr. Zhang Yijun.

LETTER FROM THE BOARD

Based on the board diversity policy adopted by the Company, each of the retiring Directors standing for re-election above brings to the Board a diversity of perspectives, including but not limited to age, cultural and educational background, professional experience, skills, industry knowledge and length of service.

The Nomination Committee has also evaluated the performance of the retiring Directors and found their performance satisfactory. In addition, with the nomination of the Nomination Committee, the Board has recommended that all the retiring Directors stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the retiring Directors has abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF THE AUDITORS

Messrs. Lau & Au Yeung C.P.A. Limited will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlements to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 16 May 2024 to Tuesday, 21 May 2024, both days inclusive, during which period no transfer of the Shares can be registered. Shareholders whose names appear on the register of members of the Company on Tuesday, 21 May 2024 will be entitled to attend and vote at the AGM. Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must 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, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 14 May 2024.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice convening the AGM is set out on pages AGM-1 to AGM-5 of this circular. At the AGM, resolutions will be proposed to the Shareholders approve and, if thought fit, pass the resolutions stated therein. Voting at the AGM will be conducted by way of a poll. An announcement on the poll results will be made by the Company after the AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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, in accordance with the instructions printed thereon by 11:00 a.m. on Sunday, 19 May 2024, being not less than 48 hours before the time fixed for the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. In the event that a Shareholder having lodged a proxy form attends the AGM, his proxy form will be deemed to have been revoked.

RECOMMENDATION

The Directors believe that the proposed resolutions as set out in the AGM Notice, including the grant of the Issue Mandate and its extension, the grant of the Repurchase Mandate, the re-election of the retiring Directors and the re-appointment of the auditors are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all such resolutions at the AGM approving such matters.

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.

Yours faithfully
On behalf of the Board
Future Bright Mining Holdings Limited
Xue Yunfei
Executive Director

This appendix serves as an explanatory statement, as required pursuant to Rule 10.06(1)(b) of the Listing Rules and other relevant provisions of the Listing Rules, to provide you with all information regarding the Repurchase Mandate reasonably necessary to enable you to make an informed decision whether to vote for or against the resolution in relation to the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

On the basis that 1,053,259,200 Shares are in issue as at the Latest Practicable Date and no further Shares are issued or repurchased prior to the AGM, exercise in full of the Repurchase Mandate could result in up to 105,325,920 Shares being repurchased by the Company during the period from the passing of resolution no. 5 set out in the AGM Notice up to (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 or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the Repurchase Mandate, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but the Directors believe that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company and is in the best interests of the Company and the Shareholders. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the relevant time, lead to an enhancement of the net asset value of the Company and/or its earnings per share. The number of the Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING AND EFFECT OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Listing Rules, the Company's memorandum of association, the Articles, the Companies Act and all other applicable laws, rules and regulations. The Company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the Companies Act, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital.

Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2023, being the date of its latest published audited financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

5. INTENTION TO SELL SHARES

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates (as defined in the Listing Rules), have any present intention, in the event that the proposal on the Repurchase Mandate is approved by Shareholders, to sell any Shares to the Company pursuant to the Repurchase Mandate.

6. IMPLICATIONS UNDER THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code.

Accordingly, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as the aforesaid, the Directors are not aware of any such consequence which may arise under the Takeovers Code if the Repurchase Mandate is exercised.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following persons were directly or indirectly interested in 5% or more of the issued Shares:

Name	Number of issued Shares held/interested	Approximate percentage of shareholding (Note 2)
Sun Hailong	258,647,000	24.56%
Zhang Caihong (Note 1)	258,647,000	24.56%

Note:

- 258,647,000 Shares were held by Mr. Sun Hailong. Ms. Zhang Caihong, being the spouse of Mr. Sun Hailong, is deemed to be interested in the same number of Shares that Mr. Sun Hailong is interested in under the SFO.
- Based on the Shares in issue as at the Latest Practicable Date (i.e. 1,053,259,200 Shares).

In the event that the Directors exercised in full the power to repurchase the Shares in accordance with the terms of the Repurchase Mandate, the aforesaid interests of (1) Mr. Sun Hailong and (2) Ms. Zhang Caihong in the issued share capital of the Company as at the Latest Practicable Date would be proportionally increased to approximately (1) 27.29% and (2) 27.29%, respectively. The Directors consider that, such increase will not give rise to an obligation on the aforesaid parties to make a mandatory offer under the Takeovers Code. The Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any repurchases of the Shares made pursuant to the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SHARE PURCHASED BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

8. CONNECTED PERSON

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the past twelve months and up to the Latest Practicable Date were as follows:

	Shares price	
	Highest	Lowest
2023		
April	0.235	0.202
May	0.210	0.200
June	0.275	0.185
July	0.275	0.239
August	0.270	0.235
September	0.265	0.255
October	0.260	0.246
November	0.270	0.240
December	0.255	0.250
2024		
January	0.400	0.235
February	0.270	0.223
March	0.255	0.201
April (up to the Latest Practicable Date)	0.230	0.198

Stated below are the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM in accordance with the Articles.

Mr. Sun Hailong (孫海龍), aged 38, was appointed as an executive Director of the Company with effect from 1 April 2024. He obtained a degree in accounting from the Inner Mongolia University of Technology (內蒙古工業大學) in June 2010. Mr. Sun previously worked as the capital supervisor and manager in the finance department of Inner Mongolia Lianchuang Investment Co., Ltd.* (內蒙古聯創投資有限公司) from March 2011 to February 2016. He was engaged in the supply chain finance between upstream and downstream supply of coal trading business from March 2016 to June 2022. Since June 2022, Mr. Sun has been working as the director and general manager in Inner Mongolia Main Pacific Energy Company Limited* (內蒙古萬僑能源有限公司), a PRC subsidiary of the Company, in which he is responsible for the coal trading business of the subsidiary.

Mr. Sun has entered into a service agreement with the Company for an initial term of three years commencing from 1 April 2024 unless terminated by either party in accordance with the terms thereof. Mr. Sun shall be eligible for re-election in accordance with the Articles. Mr. Sun is entitled to a directors' fee of HK\$120,000 per annum plus discretionary management bonus dependent on the performance of the Group. The emoluments of Mr. Sun are determined by the Board with the recommendation of the remuneration committee of the Board after taking into account the prevailing market situation, his duties and responsibilities within the Company.

As at the Latest Practicable Date, Mr. Sun has personal interests in 258,647,000 Shares of the Company, representing approximately 24.56% of the issued share capital of the Company and is a substantial shareholder of the Company.

Save as disclosed above, Mr. Sun does not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications and does not have any relationships with any Directors, senior management of the Company or substantial or controlling Shareholders.

Save as disclosed above, Mr. Sun confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that needs to be brought to the attention of the Shareholders.

Mr. Xue Yunfei (薛云飛), aged 49, was appointed as an executive Director of the Company with effect from 1 April 2024. Mr. Xue has been appointed as the chief executive officer of the Company on 26 January 2024. Mr. Xue obtained a bachelor's degree in economics from the Inner Mongolia College of Finance and Economics* (內蒙古財經學院) (currently known as the Inner Mongolia University of Finance and Economics* (內蒙古財經大學)) in July 2000. He obtained a master's degree in law from the China University of Political Science and Law in January 2008, a master's degree in business administration from the Inner Mongolia University in January 2012, and a master's degree of science in Chinese environmental studies from the Hong Kong Metropolitan University in March 2024. Mr. Xue previously worked in various departments in the Inner Mongolia Branch of the Bank of China from July 2011 to January 2023, in which his last position was the general manager of the settlement center (清收中心) of the Inner Mongolia Branch of the Bank of China.

Mr. Xue was named the Model Worker (Advanced Worker)* of the Inner Mongolia Autonomous Region (內蒙古自治區勞動模範(先進工作者)) in April 2015 and awarded the National Finance May 1st Labour Medal* (全國金融五一勞動獎章) in March 2016.

Apart from the employment contract entered into between Mr. Xue and the Company in respect of his position as the chief executive officer of the Company, details of which have been disclosed in the announcement of the Company dated 26 January 2024, Mr. Xue has entered into a service agreement with the Company, pursuant to which Mr. Xue shall hold office as an executive Director for an initial term of three years commencing from 1 April 2024 unless terminated by either party in accordance with the terms thereof. Mr. Xue shall be eligible for re-election in accordance with the Articles. As an executive Director and the chief executive officer of the Company and pursuant to the employment contract and the service agreement, Mr. Xue is entitled to a total remuneration of HK\$85,000 per month plus discretionary management bonus dependent on the performance of the Company and his performance. Other benefits and allowance to which Mr. Xue is entitled under the employment contract remain unchanged. The emoluments of Mr. Xue are determined by the Board with the recommendation of the remuneration committee of the Board after taking into account the prevailing market situation, his duties and responsibilities within the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Xue does not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications and does not have any relationships with any Directors, senior management of the Company or substantial or controlling Shareholders, nor any interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Xue confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that needs to be brought to the attention of the Shareholders.

Ms. Wong Wan Lung (黃雲龍), aged 49, was appointed as an independent non-executive Director of the Company on 25 October 2023. She has over 25 years of experience in accounting and financial management. Ms. Wong obtained a bachelor's degree in business administration from Lingnan College (currently known as Lingnan University) in 1997 and a master's degree in professional accounting from the Hong Kong Polytechnic University in 2010. She was admitted as a member and a fellow of The Association of Chartered Certified Accountants in November 2000 and November 2005, respectively. She was also admitted as a member of The Hong Kong Institute of Certified Public Accountants (previously known as the Hong Kong Society of Accountants) in January 2001.

Ms. Wong has been a director of Smart Well Consultants Limited since April 2016. She previously worked as the financial manager of Prosperity Management Services Limited from April 2019 to May 2021, a wholly-owned subsidiary of Prosperity Investment Holdings Limited (Stock Code: 310), the shares of which are listed on the Main Board of the Stock Exchange; and also the financial manager of Glorious Bright Limited from May 2012 to July 2021. Prior to that, she acted as the financial controller of China Outdoor Holdings Limited and Guohua Investment Holdings Limited, the finance and administration manager of First Sign International Holdings Limited, the shares of which were formerly listed on the Main Board of the Stock Exchange; and also worked in private companies and accounting firms.

Ms. Wong has entered into a letter of appointment with the Company for an initial term of three years commencing from 25 October 2023 unless terminated by either party in accordance with the terms thereof. Ms. Wong shall be eligible for re-election in accordance with the Articles. Pursuant to the letter of appointment, Ms. Wong is entitled to a directors' fee of HK\$120,000 per annum. The emoluments of Ms. Wong are determined by the Board with the recommendation of the remuneration committee of the Board after taking into account the prevailing market situation, her duties and responsibilities within the Company.

As at the Latest Practicable Date, save as disclosed above, Ms. Wong does not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications and does not have any relationships with any Directors, senior management of the Company or substantial or controlling Shareholders, nor any interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Ms. Wong confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning her that needs to be brought to the attention of the Shareholders.

Mr. Li Yuguo (李玉國), aged 69, was appointed as an executive Director and authorised representative of the Company on 19 September 2018 and 14 July 2021 respectively. He was also the chief executive officer of the Company for the period from 16 June 2020 to 23 May 2022. Mr. Li was graduated from Jiangxi University of Finance and Economics (formerly known as Jiangxi Institute of Finance and Economics (江西財經學院)) (Jiangxi, PRC) in July 1983, majoring in industrial accounting. He is an executive director of Zhong Jia Guo Xin Holdings Company Limited (“**Zhong Jia Guo Xin**”), a company listed on the Main Board of the Stock Exchange (Stock Code: 899). He was also the chairman of the board of directors of Zhong Jia Guo Xin from 22 September 2017 to 2 April 2024. He has been appointed as an executive director of Fullwealth International Group Holdings Limited (Stock Code: 1034) on 15 January 2024. He has been a non-executive director of Shengjing Bank Co., Ltd.* (盛京銀行股份有限公司), a company listed on the Main Board of the Stock Exchange (Stock Code: 2066), from July 2013 to March 2021 and the vice chairman of the board of directors of the said bank from June 2014 to February 2018. He has been the chairman of Liaoning Huibao International Investment Group Co., Ltd.* (遼寧匯寶國際投資集團有限公司) since June 2013 and the chairman of Beijing Jiutai Group Co., Ltd.* (北京九台集團有限公司) since May 1993. Liaoning Huibao International Investment Group Co., Ltd. is principally engaged in investing activities and Beijing Jiutai Group Co., Ltd.* (北京九台集團有限公司) is principally engaged in property development, property investment and management. Prior to that, he had worked at the planning bureau of the China Association for Science and Technology* (中國科學技術協會) as principal staff, deputy chief and chief of the accounting division from August 1983 to October 1992. Mr. Li also has experience in mining business in The People’s Republic of China (the “PRC”) relating to non-ferrous metals mining during his involvement in Beijing Jiutai Group Co. Limited and related affiliate companies.

Mr. Li has entered into a service agreement with the Company for an initial term of three years commencing from 19 September 2018 which shall continue unless terminated by either party in accordance with the terms thereof. Mr. Li shall be eligible for re-election in accordance with the Articles. Mr. Li is entitled to a directors’ fee of HK\$120,000 per annum plus discretionary management bonus dependent on the performance of the Group. The emoluments of Mr. Li are determined by the Board with the recommendation of the remuneration committee of the Board after taking into account the prevailing market situation, his duties and responsibilities within the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Li does not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications and does not have any relationships with any Directors, senior management of the Company or substantial or controlling Shareholders, nor any interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Li confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that needs to be brought to the attention of the Shareholders.

Prof. Lau Chi Pang J.P. (劉智鵬教授太平紳士), aged 63, was appointed as an independent non-executive Director of the Company on 19 September 2018. He obtained a master of philosophy from the University of Hong Kong in November 1987 and a doctor of philosophy from the University of Washington in August 2000. He is currently a professor in the history department of Lingnan University. He has lectured at Lingnan University since September 1993. He has also been the secretary general of Hong Kong Local Records Foundations and director of Hong Kong Local Records Office (香港地方誌辦公室) since June 2009 and the director of the history of Hong Kong and southern China research department of Lingnan University since September 2005. He had served as the vice chairman of the Tuen Mun District Council of Hong Kong from July 2011 to December 2011 and had been a member of the Tuen Mun District Council from January 2004 to December 2011. He has been an independent non-executive director of Shengjing Bank Co., Ltd. (盛京銀行股份有限公司) (Stock Code: 02066) from July 2014 to August 2018. He has been an independent non-executive director of Acme International Holdings Limited (Stock Code: 1870) and Freetech Road Recycling Technology (Holdings) Limited (Stock Code: 6888) since October 2019 and December 2022, respectively. Prof. Lau is also a current member of the seventh Hong Kong Legislative Council.

Prof. Lau has entered into a letter of appointment with the Company for an initial term of three years commencing from 19 September 2018 unless terminated by either party in accordance with the terms thereof. Prof. Lau shall be eligible for re-election in accordance with the Articles. Pursuant to the letter of appointment, Prof. Lau is entitled to a directors' fee of HK\$120,000 per annum. The emoluments of Prof. Lau are determined by the Board with the recommendation of the remuneration committee of the Board after taking into account the prevailing market situation, his duties and responsibilities within the Company.

As at the Latest Practicable Date, save as disclosed above, Prof. Lau does not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications and does not have any relationships with any Directors, senior management of the Company or substantial or controlling Shareholders, nor any interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Prof. Lau confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that needs to be brought to the attention of the Shareholders.

Mr. Zhang Yijun (張怡軍), aged 68, was appointed as an independent non-executive Director of the Company on 19 September 2018. He obtained his bachelor's degree in environmental engineering from China University of Geosciences* (中國地質大學) in July 2005 and a diploma in geological mineral exploration from Hunan Province School of Geosciences* (湖南省地質學校) in August 1980. From August 1980 to July 2015, he has served at Hunan Province Geological Survey Institute* (湖南省湘南地質勘察院) for geological survey and mineral exploration.

Mr. Zhang has entered into a letter of appointment with the Company for an initial term of three years commencing from 19 September 2018, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the Articles. Mr. Zhang is entitled to a directors' fee of HK\$120,000 per annum. The emoluments of Mr. Zhang are determined by the Board with the recommendation of the remuneration committee of the Board and after taking into account the prevailing market situation, his duties and responsibilities within the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhang does not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications and does not have any relationships with any Directors, senior management of the Company or substantial or controlling Shareholders, nor any interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Zhang confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

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 at Units 1302-03, 13/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Tuesday, 21 May 2024 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 2023.
2. (a) (i) To re-elect Mr. Sun Hailong as an executive director of the Company.
(ii) To re-elect Mr. Xue Yunfei as an executive director of the Company.
(iii) To re-elect Ms. Wong Wan Lung as an independent non-executive director of the Company.
(iv) To re-elect Mr. Li Yuguo as an executive director of the Company.
(v) To re-elect Prof. Lau Chi Pang *J.P.* as an independent non-executive director of the Company.
(vi) To re-elect Mr. Zhang Yijun 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.

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

(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 Act, 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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
Xue Yunfei
Executive Director

Hong Kong, 23 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies (if such member holds two or more shares of the Company) to attend and to vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he so wish. In such event, his form of proxy will be deemed to be revoked.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
- (3) Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person 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 any 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.
- (4) A form of proxy for use at the AGM or any adjournment thereof is enclosed.
- (5) 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 Sunday, 19 May 2024, being not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting.
- (6) To ascertain the members' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 16 May 2024 to Tuesday, 21 May 2024, 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 Tuesday, 21 May 2024 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 Tuesday, 14 May 2024.
- (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) Members of the Company or their proxies shall produce documents of their proof of identity when attending the AGM.
- (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 adjourned in accordance with the articles of association of the Company and the shareholders will be informed of the date, time and place of the adjourned meeting and, if necessary, be given notice thereof pursuant to the articles of association of the Company.