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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)

VOLUNTARY ANNOUNCEMENT

MEMORANDUM OF UNDERSTANDING IN RELATION TO A PROPOSED ACQUISITION OF 51% ISSUED SHARE CAPITAL OF THE TARGET COMPANY

The Board is pleased to announce that on 25 May 2016 (after trading hours), the Purchaser (a wholly-owned subsidiary of the Company) entered into a non-legally binding Memorandum of Understanding with the Vendor, pursuant to which the Vendor proposed to sell 51% issued share capital in the Target Company to the Purchaser.

Shareholders and potential investors of the Shares should note that the transactions contemplated under the Memorandum of Understanding may or may not materialize. Shareholders and investors should exercise caution when dealing in the securities of the Company.

Further announcement(s) will be made in accordance with the Listing Rules to provide updates on the transactions contemplated under the Memorandum of Understanding as and when appropriate.

This announcement is made by the Company on a voluntary basis for the purpose of keeping potential investors and Shareholders informed of the latest development of the Group.

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Information of Target Company

The Target Company with registered capital of RMB5 million, is principally engaged in an asset management, merger and acquisition for an listed company, an equity investment, provision for the consultancy services associated with the financing and project construction, fund establishment and innovation of the financial products in PRC.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquires, Vendor is third party independent of the Company and its connected persons.

Major Terms of the Memorandum of Understanding

Pursuant to the Memorandum of Understanding, (i) the Target Company will build up an online to offline ("OTO") supply chain platform and financial auto-service terminals (hereafter as the "Project"). The Project is expected to build 10,000 terminals nationwide service network and develop 1,000,000 households target users in 2016; (ii) the Company has the right to conduct due diligence on the Target Company; and (iii) an exclusivity period of three months from the date of the Memorandum of Understanding (or such later date as agreed by the Company and the Vendor) (the "Long Stop Date") was granted by the Vendor to the Company in negotiations of the Proposed Acquisition.

The consideration for the Proposed Acquisition will be subject to further negotiation between the Company and the Vendor, and is expected to be satisfied by the Company by cash and by way of allotment and issue of shares of the Company to the Vendor.

Reasons for entering into the Memorandum of Understanding

The Company is investment holding whose subsidiaries are principally engaged in mining exploration and sale of movable and marble related products.

The Company has been actively seeking new business opportunities from time to time in order to diversify its business and enhance the long-term growth potential of the Company and its shareholders' value. By investing in the Target Company, it is expected that the Group can apply the technique arising from the Project, which will enhance the Group's transaction platform on sales of movable and marble related products. The Group is expected to provide the synergy and strategic corporations with service providers, banks and other financial institutions related to financial auto-service terminals arising from the Proposed Acquisition on the proposed new business on mining machinery leasing and therefore it is in the interest of the Company and its shareholders as a whole.

The Memorandum of Understanding is not legally binding on the parties in respect of the consummation of the Proposed Acquisition and/or the entering into of the formal acquisition agreement. The Memorandum of Understanding may or may not lead to the entering into of the formal acquisition agreement and the transactions contemplated thereunder may or may not be consummated.

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DEFINITIONS

In this announcement, the following definitions shall have the meanings set out below unless the context requires otherwise:

- “Board”** the board of Directors
- “Company”** Future Bright Mining Holdings Limited (stock code: 2212), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on Stock Exchange
- “connected person(s)”** has the meaning ascribed to it under the Listing Rules
- “Directors”** the directors of the Company
- “Listing Rules”** the Rules Governing the Listing of Securities on Stock Exchange
- “Group”** the Company and its subsidiaries

“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Memorandum of Understanding”	a non-legally binding memorandum of understanding entered into between the Purchaser and the Vendor on 25 May 2016 in relation to the Proposed Acquisition
“Proposed Acquisition”	the proposed acquisition of 51% issued share capital in the Target Company by the Purchaser from the Vendor, subject to the signing of a formal sale and purchase agreement
“PRC”	the People’s Republic of China
“Purchaser”	Sun Vast Investment Development Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“Shareholders”	holders of the Shares
“Shares”	shares of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Target Company”	深圳前海竣豐泰金融服務有限公司 (Shenzhen Qianhai Hai Jun Feng Tai Financial Services Co., Ltd.*), a limited liability company established in PRC
“Vendor”	Xu Zhiqiang, a third party independent of the Company and its connected persons

By order of the Board
Future Bright Mining Holdings Limited
Zhou Tai Ping
Chairman and Executive Director

Hong Kong, 25 May 2016

As at the date of this announcement, the executive Directors of the Company are Mr. Zhou Tai Ping, Ms. Lee Suk Fong, Mr. Wan Tat Wai David, Mr. Zhang Decong and Mr. Yuan Shan (alternate director to Mr. Zhang Decong); the non-executive Directors are Mr. Li Ethan Jing, Mr. Hu Jin Xiong and Mr. Leung Kar Fai; and the independent non-executive Directors are Mr. Lau Tai Chim, Mr. Sin Ka King, Mr. Chow Hiu Tung and Mr. Tsang Hing Hung.

* For identification purpose only