
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Thursday, 12 June 2025 at Unit 8101, Level 81, International Commerce Centre, 1 Austin Road West, Kowloon, 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.

No refreshments or drinks will be served at the AGM.

This circular together with the form of proxy are also published on the websites of Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.futurebrightltd.com>).

29 April 2025

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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 Thursday, 12 June 2025 at Unit 8101, Level 81, International Commerce Centre, 1 Austin Road West, Kowloon, 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
“CCASS”	The Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“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 (including any sale or transfer of Treasury Shares) for an aggregate number not exceeding 20% of the number of the issued Shares (excluding Treasury 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”	24 April 2025, 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% of the number of the issued Shares (excluding Treasury 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
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules which came into effect on 11 June 2024, as amended and supplemented from time to time
“%”	per cent

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. Sun Hailong
Mr. Xue Yunfei (*chief executive officer*)
Mr. Yang Jiantong
Mr. Zhou Dechuan

Registered office:

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

Non-executive Directors:

Mr. Chen Jin
Ms. Zhu Min

Principal place of business

in Hong Kong:

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

Independent Non-executive Directors:

Prof. Lau Chi Pang *J.P.*
Mr. Wang Xiaolong
Ms. Wong Wan Lung

29 April 2025

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 (including any sale or transfer of Treasury Shares) is limited to a maximum of 20% of the issued Shares (excluding Treasury 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 21 May 2024. 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% of the number of issued Shares (excluding Treasury 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.

The Board notes that with effect from 11 June 2024, the Listing Rules have been amended to remove the requirement to cancel repurchased shares and to adopt a framework to (i) allow repurchased Shares to be held in treasury and (ii) govern the resale of Treasury Shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

LETTER FROM THE BOARD

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.

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. Zhou Dechuan (who was appointed as an executive Director with effect from 1 September 2024), Mr. Chen Jin (who was appointed as a non-executive Director with effect from 5 July 2024) and Ms. Zhu Min (who was appointed as a non-executive Director with effect from 10 August 2024) 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. Xue Yunfei (executive director), Mr. Yang Jiantong (executive Director) and Mr. Wang Xiaolong (independent non-executive Director) will retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

LETTER FROM THE BOARD

In proposing Mr. Wang Xiaolong to be re-elected as an independent non-executive Director at the AGM, the nomination committee of the Company (the “**Nomination Committee**”) has considered his valuable working experience, knowledge and professionalism. Mr. Wang Xiaolong has demonstrated his ability to provide independent, balanced and objective views to the Company’s matters during his appointment. The Nomination Committee has also assessed and reviewed the annual confirmation of independence of Mr. Wang Xiaolong based on the independence criteria as set out in Rule 3.13 of the Listing Rules and re-affirmed the independence of Mr. Wang Xiaolong.

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. Reanda HK CPA 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 Monday, 9 June 2025 to Thursday, 12 June 2025, 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 Thursday, 12 June 2025 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 Friday, 6 June 2025.

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 Tuesday, 10 June 2025, 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.

As stated in the Letter from the Board, with effect from 11 June 2024, the Listing Rules have been amended to remove the requirement to cancel repurchased shares and to adopt a framework to (i) allow repurchased Shares to be held in treasury and (ii) govern the resale of Treasury Shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any Treasury Shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

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 2024, 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)
Wu Yan Nancy (Note 1)	258,647,000	24.56%
Golden Convergence Investment Limited (Note 1)	258,647,000	24.56%
Golden Convergence Holdings Group Limited (Note 1)	258,647,000	24.56%

Note:

1. These 258,647,000 Shares are registered in the name of Golden Convergence Holdings Group Limited, which is directly wholly-owned by Golden Convergence Investment Limited. Ms. Wu Yan Nancy is the beneficial owner of the entire issued share capital of Golden Convergence Investment Limited. Ms. Wu Yan Nancy is deemed to be interested in all the Shares held by Golden Convergence Holdings Group Limited under the SFO.
2. 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) Ms. Wu Yan Nancy, (2) Golden Convergence Investment Limited and (3) Golden Convergence Holdings Group Limited in the issued share capital of the Company as at the Latest Practicable Date would be proportionally increased to approximately (1) 27.29%, (2) 27.29% and (3) 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
2024		
April	0.230	0.189
May	0.240	0.189
June	0.228	0.172
July	0.195	0.169
August	0.195	0.170
September	0.194	0.141
October	0.189	0.145
November	0.172	0.133
December	0.142	0.112
2025		
January	0.218	0.100
February	0.140	0.096
March	0.113	0.078
April (up to the Latest Practicable Date)	0.099	0.063

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. Zhou Dechuan (周德川), aged 32, was appointed as an executive Director of the Company with effect from 1 September 2024. He graduated from Cardiff Metropolitan University with a Master of Science degree in Human Resource Management in October 2017. In November 2021, Mr. Zhou and Mr. Yang Jiantong, an executive Director and the brother-in-law of Mr. Zhou, founded Shenzhen Rongyu Private Equity Investment Limited Corporation* (深圳市融煜創業投資有限公司) (“**Shenzhen Rongyu**”), which is principally engaged in equity investment and mergers and acquisitions in the advanced science and technologies sector. Mr. Zhou serves as the general manager of the project department of Shenzhen Rongyu, and is responsible for its strategic research, equity restructuring, project acquisition and negotiation. Mr. Zhou specialises in the investment and financing of chip semiconductors and hard technology projects, exploring high-quality investment projects, as well as corporate operation and strategic management of Shenzhen Rongyu.

Mr. Zhou has entered into a service agreement with the Company for an initial term of three years commencing from 1 September 2024 unless terminated by either party in accordance with the terms thereof. Mr. Zhou shall be eligible for re-election in accordance with the Articles. Mr. Zhou is entitled to a directors’ fee of HK\$360,000 per annum plus discretionary management bonus dependent on the performance of the Group. The emoluments of Mr. Zhou 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. Zhou 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. Zhou 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. Chen Jin (陳進), aged 59, was appointed as non-executive Director of the Company with effect from 5 July 2024. He has years of experience in the mining industry in the People's Republic of China (the "PRC"). Mr. Chen obtained a bachelor's degree in geological prospecting and exploration from Kunming Institute of Technology* (昆明工學院) (currently known as the Kunming University of Science and Technology* (昆明理工大學)) in July 1986. He has studied a postgraduate course in business administration at Kunming University of Science and Technology* from September 2000 to July 2002, and obtained a doctoral degree in mining engineering from the Central South University in June 2010.

Mr. Chen's major appointments include his position as the assistant to the general manager of Yunnan Metallurgical Group Co., Ltd* (雲南冶金集團股份有限公司), a company engaged in the mining and processing of metals, from September 2012 to September 2014. Prior to this, Mr. Chen worked in Yunnan Chihong Zinc and Germanium Co., Ltd* (雲南馳宏鋅銻股份有限公司), a company engaged in processing, extracting and trading of metals, from December 2002 to September 2012, in which his last position was the general manager of Yunnan Chihong Zinc and Germanium Co., Ltd*. In his early years from July 1986 to November 2022, Mr. Chen worked in the Huize Lead-Zinc Mine* (會澤鉛鋅礦) situated in Yunnan, the PRC, with his last position being the chief engineer of the Huize Lead-Zinc Mine.

Mr. Chen has entered into a letter of appointment with the Company for an initial term of three years commencing from 5 July 2024 unless terminated by either party in accordance with the terms thereof. Mr. Chen shall be eligible for re-election in accordance with the Articles. Pursuant to the letter of appointment, Mr. Chen is entitled to a directors' fee of HK\$360,000 per annum. The emoluments of Mr. Chen 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. Chen 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. Chen 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. Zhu Min (朱敏), aged 49, was appointed as non-executive Director of the Company with effect from 10 August 2024. She is also a director of Main Pacific Investment Limited, a subsidiary of the Company. She obtained a diploma in accounting 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 1999 and a diploma in economics from Tsinghua University in September 2004. She previously worked in various departments in the Inner Mongolia Branch of China Development Bank from April 2003 to July 2024, in which her last position was the senior manager of the Department of Finance and Accounting of the Inner Mongolia Branch of China Development Bank. Ms. Zhu is the spouse of Mr. Xue Yunfei, the executive Director and the chief executive officer of the Company.

Ms. Zhu has entered into a letter of appointment with the Company for an initial term of three years commencing from 10 August 2024 unless terminated by either party in accordance with the terms thereof. Ms. Zhu shall be eligible for re-election in accordance with the Articles. Pursuant to the letter of appointment, Ms. Zhu is entitled to a directors' fee of HK\$360,000 per annum. The emoluments of Ms. Zhu 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. Zhu 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. Zhu 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. Xue Yunfei (薛云飛), aged 50, was appointed as the chief executive officer and an executive director of the Company with effect from 26 January 2024 and 1 April 2024, respectively. He is also a director of certain subsidiaries of the Company, including Gold Title Investments Limited, Huichuan Investment Limited and Future Bright (H.K.) Investment Limited. 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 departmental general manager. Mr. Xue is the spouse of Ms. Zhu Min, the non-executive Director of the Company.

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, 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.

Mr. Yang Jiantong (楊建桐), aged 34, was appointed as an executive Director of the Company with effect from 23 May 2022. He is also a director of certain subsidiaries of the Company, including World Harvest Group Limited and Main Pacific Investment Limited. He graduated from the University of Toronto and obtained a bachelor's degree in business administration in November 2015. He became a Chartered Professional Accountant in Canada in January 2020. Mr. Yang worked as a tax associate (internship) in the international tax department of PricewaterhouseCoopers, LLP Canada from February to April 2014 and February to April 2015, responsible for providing solutions to tax issues arising from the international flow of talents among multinational enterprises. He worked as a staff accountant and project manager in a medium-sized accounting firm in Toronto from October 2015 to December 2018, and has accumulated rich experience in project management, financial audit, review and tax planning. From January to March 2020, Mr. Yang served as an intermediate accountant in the audit team of BDO Canada LLP, focusing on the financial audit of Canadian SMEs to meet the financial audit requirements from government regulators and banks. In November 2021, Mr. Yang and Mr. Zhou Dechuan, an executive Director and the brother-in-law of Mr. Yang, founded Shenzhen Rongyu in Shenzhen and served as the general manager, focusing on primary market investment in chip semiconductors, environmental protection industries and new energy.

Mr. Yang has entered into a service agreement with the Company for an initial term of three years commencing from 23 May 2022 which shall continue unless terminated by either party in accordance with the terms thereof. Mr. Yang shall be eligible for re-election in accordance with the Articles. Mr. Yang is entitled to a directors' fee of HK\$360,000 per annum plus discretionary management bonus dependent on the performance of the Group. The emoluments of Mr. Yang 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. Yang 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. Yang 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. Wang Xiaolong (王曉龍), aged 40, was appointed as an independent non-executive Director of the Company with effect from 23 May 2022. He has been working in Baotong Coal Mine of Zhungeer Banner Zhungeer Mining Area Xingda Industry and Trade Company* (准格爾旗准格爾礦區星達工貿有限責任公司寶通煤礦), since May 2008. Early, when he was in the position of safety supervisor, he was mainly responsible for inspecting and supervising the construction unit to implement the safety protection against hidden dangers of sub-sections and subprojects in each process in accordance with the technical standards and specification requirements for coal mining construction safety. Later in June 2015, he was promoted to the manager of the company's engineering department, being responsible for the overall arrangement and management of earthwork stripping project of the open-pit coal mine to ensure the safe production of the open-pit coal mine.

Mr. Wang has entered into a letter of appointment with the Company for an initial term of three years commencing from 23 May 2022, unless terminated by either party in accordance with the terms thereof. Mr. Wang shall be eligible for re-election in accordance with the Articles. Pursuant to the letter of appointment, Mr. Wang is entitled to a directors' fee of HK\$120,000 per annum. The emoluments of Mr. Wang 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. Wang 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. Wang 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 Unit 8101, Level 81, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Thursday, 12 June 2025 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 2024.
2.
 - (a)
 - (i) To re-elect Mr. Zhou Dechuan as an executive director of the Company.
 - (ii) To re-elect Mr. Chen Jin as a non-executive director of the Company.
 - (iii) To re-elect Ms. Zhu Min as a non-executive director of the Company.
 - (iv) To re-elect Mr. Xue Yunfei as an executive director of the Company.
 - (v) To re-elect Mr. Yang Jiantong as an executive director of the Company.
 - (vi) To re-elect Mr. Wang Xiaolong 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. Reanda HK CPA 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 (including any sale or transfer of Treasury Shares) 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% of the number of the shares (excluding Treasury 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% of the number of the issued shares (excluding Treasury 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, 29 April 2025

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 Tuesday, 10 June 2025, 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 Monday, 9 June 2025 to Thursday, 12 June 2025, both days inclusive, during which period no transfer of shares of the Company can be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 12 June 2025 will be entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the meeting, all completed share transfer forms accompanied by the relevant share certificates shall be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 6 June 2025.
- (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) No refreshments or drinks will be served at the AGM.
- (11) 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.