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Future Bright Mining Holdings Limited

高鵬礦業控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2212)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Future Bright Mining Holdings Limited (the “**Company**”) will be held at Suite 3701-10, 37/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Tuesday, 29 March, 2016 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTION

It is resolved as an ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Subdivided Shares (as hereafter defined) and any new Subdivided Shares which may be issued and allotted pursuant to options to be granted under the share option scheme conditionally approved and adopted by the Company on 8 December 2014:

- (a) each of the issued and unissued ordinary shares of par value of HK\$0.01 each (the “**Shares**”) in the share capital of the Company be and is hereby subdivided into ten (10) ordinary shares of par value of HK\$0.001 each (the “**Subdivided Shares**”), with effect from the business day immediately following the date on which this resolution is passed, being a day on which the Stock Exchange is open for business of dealing in securities (the “**Share Subdivision**”);
- (b) the board lot size for trading on the Stock Exchange be and is hereby changed from existing 4,000 Shares to 20,000 Subdivided Shares for each board lot upon the Share Subdivision becoming effective (the “**Change in Board Lot Size**”); and
- (c) any director of the Company (“**Director**”) be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by the Director in his/her absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in and/or for implementation of the Share Subdivision and the Change in Board Lot Size including but not limited to, to cancel any existing share certificates and to issue new share certificates in respect of the Subdivided Shares to holders of the existing shares of the Company pursuant to the Share Subdivision.”

By order of the Board
Future Bright Mining Holdings Limited
Zhou Tai Ping

Chairman and Executive Director

Hong Kong, 10 March 2016

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order 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 that power of attorney 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, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.

As at the date of this announcement, the Executive Directors of the Company are Mr. Zhou Tai Ping, 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 and Mr. Chow Hiu Tung.

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