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.

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 MANDATES TO ISSUE AND REPURCHASE 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 3 to 7 of this circular. A notice convening the AGM to be held at 2:30 p.m. on Thursday, 8 June 2017 at Suite 2418, 24/F., Jardine House, 1 Connaught Place, Central, Hong Kong, is set out on pages 17 to 21 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 Shops 1712-1716, 17/F., 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.

26 April 2017

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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 2:30 p.m. on Thursday, 8 June 2017 at Suite 2418, 24/F., Jardine House, 1 Connaught Place, Central, Hong Kong
"AGM Notice"	the notice convening the AGM set out on pages 17 to 21 of this circular
"Articles"	the articles of association of the Company, as amended from time to time
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Companies Law"	the Companies Law, Chapter 22 (Law 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
"connected person(s)"	has the same meaning as defined in the Listing Rules
"controlling shareholder(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
"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"	20 April 2017, 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 Future 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$0.001 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"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 Future 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.*

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:
Ms. Lee Suk Fong
Mr. Wan Tat Wai David
Mr. Zhang Decong
Mr. Zheng Fengwei

Independent Non-executive Directors:
Mr. Chow Hiu Tung
Mr. Lau Tai Chim
Mr. Sin Ka King
Mr. Tsang Hing Hung

Alternate Director:
Mr. Yuan Shan (alternate director to Mr. Zhang Decong)

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

Principal place of business in Hong Kong:
16/F, Guangdong Finance Building
88 Connaught Road West
Hong Kong

26 April 2017

To the Shareholders

Dear Sir or Madam

PRPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Shareholders passed the resolutions to grant the general mandates to the Directors to issue and allot Shares and to exercise the powers of the Company to repurchase its own Shares (the "**Previous Mandates**") at the annual general meeting of the Company held on 7 June 2016. The Previous Mandates will lapse at the conclusion of the AGM. It is therefore proposed that the Issue Mandate and the Repurchase Mandate be granted to the Directors at the AGM.

The purpose of this circular is to provide you with information regarding (i) the proposed granting 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 of the Company and to seek your approval of the resolutions relating to these matters at the AGM.

ISSUE MANDATE AND EXTENSION

The Directors have been granted a general mandate to allot, issue or otherwise deal with the Shares at the annual general meeting of the Company held on 7 June 2016. As at the Latest Practicable Date, 170,000,000 Shares had been allotted and issued under such general mandate, details of which are set out in the announcements of the Company dated 26 January 2017 and 16 February 2017. Unless otherwise renewed at the AGM, such previous general mandate will lapse at the conclusion of the AGM. Therefore, 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 issue and allot 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 issued and allotted pursuant to the Issue Mandate is limited to a maximum of 20 per cent of the issued Shares as at the date of passing of the resolution approving the Issue Mandate. On the basis that 3,690,000,000 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 738,000,000 Shares being issued and allotted by the Company.

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 7 June 2016. As at the Latest Practicable Date, such repurchase mandate has not been utilized and unless otherwise renewed at the AGM, 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 3,690,000,000 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 369,000,000 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 DIRECTOR AND RE-ELECTION OF THE RETIRING DIRECTORS

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

In accordance with article 84 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 to offer himself for re-election. Any further Directors so to retire shall be those of the 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) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Mr. Tsang Hing Hung will retire by rotation at the AGM pursuant to Article 84 of the Article and will not offer himself for re-election and will therefore retire as a Director with effect from the close of the AGM. Pursuant to the Articles, Ms. Lee Suk Fong, Mr. Zheng Fengwei and Mr. Lau Tai Chim will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election. Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II of this circular.

RE-APPOINTMENT OF THE AUDITORS

Ernst & Young will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

CLOSURE OF REGISTER

In order to determine entitlements to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 5 June 2017 to Thursday, 8 June 2017, both days inclusive, during which period no transfer of the Shares can be registered. 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, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 2 June 2017.

ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed to, among other things, approve the Issue Mandate and the Repurchase Mandate, to re-elect the retiring Directors and to re-appoint auditors of the Company are set out on page 17 to page 21 of this circular. According to Rule 13.39(4) of the Listing Rules, the voting at the AGM will be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by show of hands. 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, on the results of the AGM.

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 and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM or any adjournment thereof. The completion of a form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

RECOMMENDATION

The Directors believe that the proposed resolutions as set out in the AGM Notice, the grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate and the re-election of the retiring Directors 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
Wan Tat Wai David
Executive Director

This appendix serves as an explanatory statement, as required pursuant to Rule 10.06(1)(b) 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 3,690,000,000 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 369,000,000 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 Law 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 Law, 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 Law, 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 Law, 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 2016, 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 the 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 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 that carry a right to vote in all circumstances at general meetings of the Company:

Name	Number of issued Shares held/interested	Approximate percentage of shareholding
Mr. Hu Jin Xiong ("**Mr. Hu**") *(Note 1)*	1,082,400,000	29.33%
Easy Flourish Limited ("**Easy Flourish**") *(Note 1)*	1,082,400,000	29.33%
Guangzhou Yicheng Investment Limited ("**Guangzhou Yicheng**") *(Note 1)*	1,082,400,000	29.33%
Chu Yuet Wah ("**Ms. Chu**") *(Note 2)*	1,082,400,000	29.33%
Best Forth Limited ("**Best Forth**") *(Note 2)*	1,082,400,000	29.33%
Ample Cheer Limited ("**Ample Cheer**") *(Note 2)*	1,082,400,000	29.33%
Kingston Finance Limited ("**Kingston**") *(Note 2)*	1,082,400,000	29.33%
Wu Lianmo *(Note 3)*	501,080,000	13.57%
Kai De International Holding Limited *(Note 3)*	463,420,000	12.55%
Zhang Bi Hua *(Note 4)*	477,640,000	12.94%
China Taihe Group Limited *(Note 4)*	302,640,000	8.20%

Notes:

1. These Shares are registered in the name of Easy Flourish, the issued capital of which is owned as to 80% by Guangzhou Yicheng and 20% by Ms. Jiang Miner. The equity interest of Guangzhou Yicheng is owned as to 62.5% by Mr. Hu, 25% by Ms. Xu Hong and 12.5% by Mr. Chen Wei Ming. Under the SFO, Mr. Hu and Guangzhou Yicheng are deemed to be interested in all the Shares registered in the name of Easy Flourish.

2. Easy Flourish, a controlling shareholder of the Company, has executed a share charge over 1,082,400,000 Shares held by it in favor of Kingston, a licensed money lender in Hong Kong, as security for a term loan facility granted to Easy Flourish. As a result, Kingston is interested in an aggregate of 1,082,400,000 Shares by way of security interest over such Shares. Kingston is wholly-owned by Ample Cheer, which is in turn owned by Best Forth as to 80%. Best Forth Limited is wholly owned by Ms. Chu. Under the SFO, Ample Cheer, Best Forth and Ms. Chu are deemed to be interested in all the Shares in which Kingston is interested.

3. These 501,080,000 Shares included (i) 37,660,000 Shares owned by Mr. Wu Lianmo as beneficial owner and (ii) 463,420,000 Shares indirectly held though Kai De International Holding Limited, a company wholly owned by Mr. Wu Lianmo.

4. These 477,640,000 Shares included (i) 175,000,000 Shares owned by Ms. Zhang Bi Hua as beneficial owner and (ii) 302,640,000 Shares indirectly held though China Taihe Group Limited, a company wholly owned by Ms. Zhang Bi Hua.

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. Hu; (2) Easy Flourish; (3) Guangzhou Yicheng; (4) Ms. Chu; (5) Ample Cheer; (6) Best Forth and (7) Kingston in the issued share capital of the Company as at the Latest Practicable Date would be proportionally increased to approximately (1) 32.59%; (2) 32.59%; (3) 32.59%; (4) 32.59%; (5) 32.59%; (6) 32.59% and (7) 32.59% respectively. The Directors consider that, such increase may give rise to an obligation to Mr. Hu and Easy Flourish and Guangzhou Yicheng to make a mandatory offer under the Takeovers Code respectively, subject to the granting of waiver pursuant to the Takeovers Code. Save as disclosed above, 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.

Any repurchase of the Shares which results in the number of the Shares held by the public being reduced to less than the prescribed percentage of the Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public float under Rule 8.08 of the Listing Rules. However, 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 ended 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**
2016		
April	0.286	0.231
May	0.350	0.235
June	0.325	0.250
July	0.280	0.210
August	0.295	0.201
September	0.255	0.204
October	0.290	0.236
November	0.350	0.231
December	0.270	0.227
2017		
January	0.248	0.211
February	0.245	0.186
March	0.233	0.163
April (up to the Latest Practicable Date)	0.209	0.152

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

Ms. Lee Suk Fong (李淑芳), aged 33, was appointed as an executive Director on 12 April 2016. Ms. Lee joined the Group and was appointed as assistant to the Director on 29 October 2015. Ms. Lee obtained a Bachelor of Science degree in economics and finance from The Hong Kong University of Science and Technology in 2005. She is experienced in sales and management. Ms. Lee is the founder of Liberal Arts Culture Limited, a company incorporated in Hong Kong in 2009 and is principally engaged in the provision of education services, and has been its director since its establishment. From November 2015 to May 2016, Ms. Lee was an independent non-executive director of Glory Flame Holdings Limited (stock code: 8059), the shares of which are listed on the Growth Enterprise Market of the Stock Exchange.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Ms. Lee had not been a director in any public company the securities of which are listed on any securities market in Hong Kong or overseas over the past three years.

Ms. Lee has entered into a service contract with the Company for an initial term of three years commencing from 12 April 2016, and she is subject to retirement by rotation and re-election in accordance with the Articles. She is entitled to a basic salary of HK$600,000 per annum plus discretionary management bonus dependent on the performance of the Group. The emoluments of Ms. Lee are determined by the Board with the recommendation of the remuneration committee of the Board with reference to the prevailing market situation and her duties and responsibilities within the Company.

To the best of the knowledge of the Directors having made all reasonable enquiries, Ms. Lee does not have any other relationships with any Directors, senior management, substantial or controlling shareholders of the Company, nor any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Ms. Lee that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Ms. Lee that needs to be brought to the attention of the Shareholders.

Mr. Zheng Fengwei (鄭豐偉), aged 30, was appointed as an executive Director on 8 December 2016. Mr. Zheng graduated from Zhuhai College of Jilin University (吉林大學珠海學院) with a bachelor's degree in logistics management and a second bachelor's degree in business English in 2009. He was certified as a logistician by China Federation of Logistics & Purchasing (中國物流與採購聯合會) and National Logistics Standardization & Technology Committee* (全國物流標準化技術委員會) in 2008.

Mr. Zheng has extensive experience in financial management and corporate finance. He worked as an account manager at Shenzhen Moyin Financial Management Limited* (深圳市摩銀投資管理有限公司) from August 2008 to October 2010. From October 2010 to January 2015, he held the position of general manager at Fifth Season International Petrochemical (Shenzhen) Limited* (第五季國際石化(深圳)有限公司). From January 2015 to August 2015, he held the position of manager at Kairuide (Shenzhen) Fund management Limited* (凱瑞德(深圳)基金管理有限公司). He was appointed as a director of Hongkai International Financial Holding Shenzhen Limited* (鴻凱國際金融控股(深圳)有限公司) and a vice president of Beijing Securities Limited, respectively, from August 2015 to July 2016 and from July 2016 to November 2016.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Zheng had not been a director in any public company the securities of which are listed on any securities market in Hong Kong or overseas over the past three years.

Mr. Zheng has entered into a service contract with the Company for an initial term of three years commencing on 8 December 2016, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the Articles. He is entitled to a basic salary of HK$600,000 per annum plus discretionary management bonus dependent on the performance of the Group. The emoluments of Mr. Zheng are determined by the Board with the recommendation of the remuneration committee of the Board by reference to the prevailing market situation, his experience, and his duties and responsibilities within the Company.

To the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Zheng does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, nor any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Zheng that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Zheng that needs to be brought to the attention of the Shareholders.

Mr. Lau Tai Chim (劉大潛), aged 65, was appointed as an independent non-executive Director on 8 December 2014. Mr. Lau was admitted as a solicitor in Hong Kong in March 1984 and has been a solicitor practising law since May 1986 as the founder and managing partner of T.C. Lau & Co. From March 2001 to September 2004, Mr. Lau was appointed as an independent non-executive director of Kingboard Chemical Holdings Limited, a company mainly engaged in the manufacturing and sale of, among other things, printed circuit boards, chemicals, liquid crystal displays and magnetic products and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 148). From April 2002 to September 2010, Mr. Lau was appointed as an independent non-executive director of Warderly International Holdings Limited (currently known as Fullshare Holdings Limited), a company incorporated in the Cayman Islands and mainly engaged in property development and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 607).

Mr. Lau was a director of the following companies prior to their respective dissolution and arrangement:

Name of company	Place of incorporation	Principal business activity	Date of dissolution/ arrangement	Means of dissolution/ arrangement
Ever Happy International Limited (永悦國際有限公司)	Hong Kong	Trading and investment holding	28 October 2005	Deregistration under s.291AA of the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (the "**Predecessor Companies Ordinance**")
Fair King Limited (輝健有限公司)	Hong Kong	Trading and investment holding	4 April 2007	Deregistration under s.291AA of the Predecessor Companies Ordinance
Warderly International Holdings Limited	Cayman Islands	Property development	27 March 2009 (Cayman Islands) and 6 May 2009 (Hong Kong)	Schemes of arrangement in the Cayman Islands and Hong Kong (discharged on 12 December 2013)
Weathertex International (HK) Limited	Hong Kong	Trading and investment holding	19 February 2010	Deregistration under s.291AA of the Predecessor Companies Ordinance
Weathertex Holdings (HK) Limited	Hong Kong	Trading and investment holding	30 April 2010	Deregistration under s.291AA of the Predecessor Companies Ordinance

Under section 291AA of the Predecessor Companies Ordinance, an application for deregistration can only be made if (a) all the members of such company agreed to such deregistration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; and (c) such company has no outstanding liabilities. As far as Mr. Lau is aware, no claim has been made against him as a result of such dissolutions.

Mr. Lau graduated from the University of Buckingham, United Kingdom with a bachelor degree in laws in February 1981. Apart from practising as a solicitor in Hong Kong, Mr. Lau is also admitted as a solicitor in England and Wales in March 1984 and in the Republic of Singapore in February 1995. Currently, Mr. Lau is a notary public and an attesting officer appointed by Ministry of Justice in Beijing, PRC.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Lau had not been a director in any public company the securities of which are listed on any securities market in Hong Kong or overseas over the past three years and does not have any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Lau entered into a letter of appointment with the Company commencing on the date of the letter of appointment and shall continue thereafter unless terminated by either party giving at least one month's notice in writing or equivalent payment in lieu. His remuneration is fixed at HK$150,000 per annum, which commensurates with his duties and responsibilities as independent non-executive Director. To the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Lau does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, nor any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Lau that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Lau that needs to be brought to the attention of the Shareholders.

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 2:30 p.m. on Thursday, 8 June 2017 at Suite 2418, 24/F., Jardine House, 1 Connaught Place, Central, Hong Kong 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 2016.

2. (a) (i) To re-elect Ms. Lee Suk Fong as an executive director of the Company.

   (ii) To re-elect Mr. Zheng Fengwei as an executive director of the Company.

   (iii) To re-elect Mr. Lau Tai Chim 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 Ernst & Young as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

4. "**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

(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. "**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 of Hong Kong Limited (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 Law, 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;

(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. "**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 it 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
Ho Yuk Ming, Hugo
Company Secretary

Hong Kong, 26 April 2017

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 authorized 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 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 Shops 1712-1716, 17/F., 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 adjourned meeting.

(6) To ascertain the members' entitlement to attend and vote at the AGM, the register of members will be closed from Monday, 5 June 2017 to Thursday, 8 June 2017, both days inclusive, during which period no transfer of shares of the Company can be registered. 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, 17/F., Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 2 June 2017.

(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 postponed. The Company will post an announcement on the website of the Company at www.futurebrightltd.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.