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 MANDATE FOR 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 3 to 6 of this circular. A notice convening the AGM to be held at 10:30 a.m. on Thursday, 13 June 2019 at Empire Room 1, 1st Floor, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong, is set out on pages 20 to 23 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.

10 May 2019

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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 10:30 a.m. on Thursday, 13 June 2019 at Empire Room 1, 1st Floor, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong
"AGM Notice"	the notice convening the AGM set out on pages 20 to 23 of this circular
"Articles"	the articles of association of the Company, as amended from time to time
"Board"	the board of Directors
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"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
"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
"Latest Practicable Date"	3 May 2019, 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. Liu Jie *(Chairperson)*
Mr. Chen Gang
Mr. Hu Minglong
Mr. Li Yuguo
Mr. Rao Dacheng
Ms. Yang Xiaoqiu

Non-executive Director:
Mr. Yang Xiaoqiang

Independent Non-executive Directors:
Mr. Chen Xun
Mr. Lau Chi Pang
Ms. Liu Shuyan
Mr. Zhang Yijun

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

Principal place of business in Hong Kong:
Unit 3006, 30/F,
West Tower, Shun Tak Centre,
168–200 Connaught Road Central,
Sheung Wan, Hong Kong

10 May 2019

To the Shareholders

Dear Sir or Madam

PROPOSALS FOR GENERAL MANDATE FOR REPURCHASE OF 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 8 June 2018. The Previous Mandates will lapse at the conclusion of the AGM. It is therefore proposed that 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 grant of 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.

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 8 June 2018. As at the Latest Practicable Date, such repurchase mandate has not been utilized 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. 4 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 3,870,000,000 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 387,000,000 Shares being repurchased by the Company during the period from the passing of resolution no. 4 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 to fill the 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(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 84(1) of the Articles, Ms. Liu Jie, Mr. Rao Dacheng and Ms. Yang Xiaoqiu will retire by rotation at the AGM and, being eligible will offer themselves for re-election. Pursuant to article 83(3) of the Articles, Mr. Hu Minglong, Mr. Li Yuguo, Mr. Yang Xiaoqiang, Mr. Chen Xun, Prof Lau Chi Pang *JP*, Ms. Liu Shuyan and Mr. Zhang Yijun will retire as Directors at the AGM and, being eligible, will 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

Messrs. Ernst & Young 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, 10 June 2019 to Thursday, 13 June 2019, 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 6 June 2019.

ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed to, among other things, approve the Repurchase Mandate, the re-election of the retiring Directors and the re-appointment of the auditors of the Company are set out on pages 20 to 23 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.

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 17M Floor, 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 Repurchase Mandate, the re-election of the retiring Directors and the re-appointment of the auditors of the Company 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
Liu Jie
Chairperson

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 3,870,000,000 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 387,000,000 Shares being repurchased by the Company during the period from the passing of resolution no. 4 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 2018, 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 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**
Li Yuguo *(Note 1)*	2,288,235,000	59.13%
Zhong Ke Jiu Tai Resources Use Technology Holdings Company Limited *(Note 1)*	2,288,235,000	59.13%
Zhong Ke Jiu Tai Technology Group Limited *(Note 1)*	2,288,235,000	59.13%
Yang Xiaoqiu	241,140,000	6.23%

Note:

1. These 2,288,235,000 Shares are registered in the name of Zhong Ke Jiu Tai Technology Group Limited, which is directly wholly-owned by Zhong Ke Jiu Tai Resources Use Technology Holdings Company Limited. The entire issued share capital of Zhong Ke Jiu Tai Resources Use Technology Holdings Company Limited is owned by Mr. Li Yuguo.

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. Li Yuguo, (2) Zhong Ke Jiu Tai Resource Use Technology Holdings Company Limited and (3) Zhong Ke Jiu Tai Technology Group Limited in the issued share capital of the Company as at the Latest Practicable Date would be proportionally increased to 65.70%. 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**
2018		
April	0.229	0.168
May	0.219	0.140
June	0.208	0.170
July	0.205	0.168
August	0.200	0.168
September	0.220	0.160
October	0.180	0.141
November	0.174	0.110
December	0.133	0.103
2019		
January	0.118	0.097
February	0.119	0.091
March	0.116	0.100
April	0.113	0.082
May (up to the Latest Practicable Date)	0.103	0.097

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.

Ms. Liu Jie (劉婕), aged 51, was appointed as the chairperson of the Board and an executive Director on 9 May 2017. She graduated from Guizhou Radio & TV University* (貴州廣播電視大學) with a bachelor's degree in finance and accounting computerization in 1986. She has extensive experience in business management and finance. Ms. Liu worked as a vice president at Shenzhen Maiconi Instruments Company Limited* (深圳市邁可尼儀器有限公司) from January 1994 to December 2010. Since January 2011, she has been an executive director and the legal representative of National Finance & Guarantee Company Limited* (深圳市華圳融資擔保有限公司). Since November 2012, she has been appointed as a supervisor of Shenzhen Kaiye Industrial Company Limited* (深圳市凱業實業有限責任公司). Since January 2014, she has been a director and the president of Shenzhen Hengde Jianxing Equity Investment Fund Management Company Limited* (深圳市前海恒德健行投資控股有限公司). Since December 2016, she has been the chairperson of Shenzhen Finger Media Company Limited* (深圳市指媒數字股份有限公司), a company listed on the National Equities Exchange and Quotations of The People's Republic of China (NEEQ: 837213).

Ms. Liu has entered into a service contract with the Company for an initial term of three years commencing from 9 May 2017, and she is subject to retirement by rotation and re-election in accordance with the Articles. Pursuant to the service contract, she is entitled to a basic salary of HK$240,000 per annum plus discretionary management bonus dependent on the performance of the Group. The emoluments of Ms. Liu are determined by the Board with the recommendation of the remuneration committee of the Board and after taking into account the prevailing market situation and her duties and responsibilities within the Company.

As at the Latest Practicable Date, save as disclosed above, Ms. Liu 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 or substantial or controlling shareholders of the Company, 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. Liu 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 herself that needs to be brought to the attention of the Shareholders.

Mr. Rao Dacheng (饒大程), aged 43, was appointed as an executive Director on 9 May 2017. He graduated from Beijing Jing Qiao University* (北京京橋大學) with a bachelor's degree in business administration in 1999. He has extensive experience in business management, strategy development and execution. Mr. Rao worked as a general manager at

Wuhan Huatong Electric Equipment Company* (武漢華通電氣設備公司) from February 2000 to March 2001. From January 2004 to September 2010, he held the position of general manager at Qingdao Chuanghao Group Co. (Shenyang) Limited* (青島創豪集團(瀋陽)分公司). From October 2010 to September 2013, he held the position of general manager at Zhejiang Fifth Season Trading Limited* (第五季(浙江)商貿有限公司). From September 2013 to September 2014, he held the position of director at Fifth Season International Petrochemical (Shenzhen) Limited* (第五季國際石化(深圳)有限公司). Since September 2014, he has been a director of HaiNanZhong Fishing Boat Service Limited* (海南中漁船務服務有限公司).

Mr. Rao has entered into a service contract with the Company for an initial term of three years commencing from 9 May 2017, and he is subject to retirement by rotation and re-election in accordance with the Articles. Pursuant to the service contract, he is entitled to a basic salary of HK$420,000 per annum plus discretionary management bonus dependent on the performance of the Group. The emoluments of Mr. Rao are determined by the Board with the recommendation of the remuneration committee of the Board and after taking into account the prevailing market situation and his duties and responsibilities within the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Rao 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 or substantial or controlling shareholders of the Company, 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. Rao 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 himself that needs to be brought to the attention of the Shareholders.

Ms. Yang Xiaoqiu (楊曉秋), aged 32, was appointed as an executive Director on 8 February 2018 and graduated from Hangzhou Normal University Qianjiang College* (杭州師範大學錢江學院) with a bachelor's degree in tourism management in July 2008. She has extensive experience in operation and corporate management. Ms. Yang held had occupied management roles and directorship in the following companies, namely: Hangzhou Chinese Apparel Limited* (杭州華人服飾有限公司), Shanghai Dons Lamour Jewelry Limited* (上海再戀珠寶有限公司) and AARUI International Group Holding Company Limited* (愛瑞爾國際集團控股有限公司). Since August 2018, Ms. Yang has been a non-executive director of China Investment Development Limited (listed on Main Board of the Stock Exchange, stock code: 00204).

Ms. Yang has entered into a service contract with the Company for an initial term of three years commencing on 8 February 2018, 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$420,000 per annum plus discretionary management bonus dependent on the performance of the Group. The emoluments of Ms. Yang are determined by the Board with the recommendation of the remuneration committees of the Board by reference to the prevailing market situation, her experience, and her duties and responsibilities within the Company.

As at the Latest Practicable Date and to the best of knowledge and belief of the Directors, she is interested in 241,140,000 shares of the Company, representing approximately 6.23% of the issued share capital of the Company. As at the Latest Practicable Date, save as disclosed above, Ms. 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 or substantial or controlling shareholders of the Company, 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. 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 herself that needs to be brought to the attention of the Shareholders.

Mr. Hu Minglong (胡明龍), aged 43, was appointed as an independent non-executive Director on 8 February 2018 and re-designated as an executive Director on 19 September 2018. He graduated from Capital Normal University* (首都師範大學) with a bachelor of arts degree in Chinese language and literature education* (漢語言文學教育) in July 1999 and a master of laws from Renmin University of China* (中國人民大學) in January 2012. He has extensive experience in business strategy, business modelling and corporate management. Since February 2017, he has been an executive director and the vice president of Beijing Oriental Media Properties Limited* (北京東方梅地亞置業有限公司).

Mr. Hu has entered into a service contract with the Company for an initial term of three years commencing from 19 September 2018 unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the Articles. Pursuant to the service contract, he is entitled to a basic salary of HK$420,000 per annum plus discretionary management bonus dependent on the performance of the Group. Due to the change of scope of duties within the Group starting from 1 April 2019, Mr. Hu does not entitle to any basic salary from 1 April 2019 onwards but still entitles to discretionary management bonus. The emoluments of Mr. Hu are determined by the Board with the recommendation of the remuneration committee of the Board after taking into account the prevailing market situation and his duties and responsibilities within the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Hu 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 or substantial or controlling shareholders of the Company, 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. Hu 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. Li Yuguo (李玉國), aged 64, was appointed as an executive director on 19 September 2018. He graduated from Jiangxi University of Finance and Economics (formerly known as Jiangxi Institute of Finance and Economics (江西財經學院)) (Jiangxi, PRC) in July 1983, majoring in industrial accounting. He was also appointed as an executive director of Asia Resources Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 899) on 16 August 2017. He has been a non-executive director of Shengjing Bank Co., Ltd.* (盛京銀行股份有限公司), a company listed on the Main Board of the Stock Exchange (Stock Code: 2066), since July 2013 and the vice chairman of the board of directors of the said bank since June 2014. He has been the chairman of Liaoning Huibao International Investment Group Co., Ltd.* (遼寧匯寶國際投資集團有限公司) since June 2013 and the chairman of Beijing Jiutai Group Co., Ltd.* (北京九台集團有限公司) since May 1993. Liaoning Huibao International Investment Group Co., Ltd. is principally engaged in investing activities and Beijing Jiutai Group Co., Ltd.* (北京九台集團有限公司) is principally engaged in property development, property investment and management. Prior to that, he had worked at the planning bureau of the China Association for Science and Technology* (中國科學技術協會) as principal staff, deputy chief and chief of the accounting division from August 1983 to October 1992. Mr. Li also has experience in mining business in the PRC relating to non-ferrous metals mining during his involvement in Beijing Jiutai Group Co. Limited and related affiliate companies.

Mr. Li has entered into a service contract with the Company for an initial term of three years commencing from 19 September 2018, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the articles of association of the Company. Pursuant to the service contract, he is entitled to a basic salary of HK$420,000 per annum plus discretionary management bonus dependent on the performance of the Group. The emoluments of Mr. Li are determined by the Board with the recommendation of the remuneration committee of the Board and after taking into account the prevailing market situation and his duties and responsibilities within the Company.

As at the Latest Practicable Date, he is interested in 2,288,235,000 shares of the Company, representing approximately 59.13% of the issued share capital of the Company. Save as disclosed above, Mr. Li does not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications and does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor any interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

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

Mr. Yang Xiaoqiang (楊小強), aged 47, was appointed as a non-executive director on 19 September 2018. He obtained a master of civil and commercial law from Shenyang Normal University* (瀋陽師範大學) in July 2001. Mr. Yang has extensive experience in real estate development and investment management. He has been appointed as director and general manager of Shenyang Tairong Real Estate Development Corporation Limited* (瀋陽泰榮房地產開發有限公司) since September 2010.

Mr. Yang has entered into a letter of appointment with the Company, pursuant to which Mr. Yang shall hold office for an initial term of three years commencing from 19 September 2018, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the articles of association of the Company. Pursuant to the letter of appointment, he is entitled to a director's fee of HK$240,000 per annum. The emoluments of Mr. Yang are determined by the Board with the recommendation of the remuneration committee of the Board and after taking into account the prevailing market situation and 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 or substantial or controlling shareholders of the Company, 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 which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the shareholders of the Company.

Mr. Chen Xun (陳遜), aged 45, was appointed as an independent non-executive director on 19 September 2018. He obtained a profession in financial auditing (財金系審計專業) from Nanjing Audit College* (南京審計學院) in July 1995 and a bachelor's degree in accounting (會計學專業) from Nanjing University of Science & Technology* (南京理工大學) in July 2003. He was certified as a Senior Accountant by Human Resources and Social Security Department of Jiangsu Province* (江蘇省人力資源和社會保障廳) in July 2013. He has extensive experience in auditing and accounting, corporate finance, investment and financial management. Since February 2008, he has been the head of the ministry of securities department of Jiangsu Yueda Investment Company Limited* (江蘇悦達投資股份有限公司), a company listed on the Shanghai Stock Exchange of the PRC (stock code: 600805.SH).

Mr. Chen has entered into a letter of appointment with the Company, pursuant to which Mr. Chen shall hold office for an initial term of three years commencing from 19 September 2018, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the articles of association of the Company. Pursuant to the letter of appointment, he is entitled to a director's fee of HK$180,000 per annum. The emoluments of Mr. Chen are determined by the Board with the recommendation of the remuneration committee of the Board and after taking into account the prevailing market situation and 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 or substantial or controlling shareholders of the Company, 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 which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the shareholders of the Company.

Mr. Lau Chi Pang (劉智鵬), aged 58, was appointed as an independent non-executive Director on 19 September 2018 and is currently a professor in the history department of Lingnan University. He has lectured at Lingnan University since September 1993. He has also been the secretary general of Hong Kong Local Records Foundations and director of Hong Kong Local Records Office (香港地方誌辦公室) since June 2009 and the director of the history of Hong Kong and southern China research department of Lingnan University since September 2005. He had served as the vice chairman of the Tuen Mun District Council of Hong Kong from July 2011 to December 2011 and had been a member of the Tuen Mun District Council from January 2004 to December 2011.

He has been an independent non-executive director of Shengjing Bank Co., Ltd. (盛京銀行股份有限公司) (Stock Code: 02066) since May 2014. He obtained a master of philosophy from the University of Hong Kong in November 1987 and a doctor of philosophy from the University of Washington in August 2000.

Mr. Lau has entered into a letter of appointment with the Company, pursuant to which Mr. Lau shall hold office for an initial term of three years commencing from 19 September 2018, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the articles of association of the Company. Pursuant to the letter of appointment, he is entitled to a director's fee of HK$180,000 per annum. The emoluments of Mr. Lau are determined by the Board with the recommendation of the remuneration committee of the Board and after taking into account the prevailing market situation and his duties and responsibilities within the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Lau does not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications and does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, 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. Lau confirmed that there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning him that need to be brought to the attention of the shareholders of the Company.

Ms. Liu Shuyan (劉書艷), aged 43, was appointed as an independent non-executive director on 19 September 2018. She graduated from Renmin University of China* (中國人民大學) with a bachelor's degree in Accounting (會計專業) in September 2005. She was certified as a Senior Accountant by the Senior Accreditation Committee of Professional Qualifications in Accounting of Shandong Province* (山東省會計專業資格高級評審委員會) in June 2017. Ms. Liu has more than 20 years of experience in financial reporting, corporate finance, investment and financial management. Since August 2013, she has been appointed as director, deputy general manager and the financial controller of Kairuide Holding Company Limited* (凱瑞德控股股份有限公司) ("**Kairuide**"), a company listed on the Shenzhen Stock Exchange of the PRC (stock code: 2072.SZ). The work responsibilities of Ms. Liu as the financial controller of Kairuide include (1) overseeing the daily financial accounting affairs and audit of Kairuide and its subsidiaries; (2) reviewing and supervising the financial reporting process and preparing the consolidated financial statements of Kairuide and its subsidiaries; (3) preparing the capital budget and operation efficiency analysis; (4) establishing the internal control system of Kairuide and supervising the accounting personnel to ensure the soundness of the financial management; and (5) coordinating with the external financial institutions on the arrangement of provision of financings.

Ms. Liu has entered into a letter of appointment with the Company, pursuant to which Ms. Liu shall hold office for an initial term of three years commencing from 19 September 2018, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the articles of association of the Company. Pursuant to the letter of appointment, she is entitled to a director's fee of HK$180,000 per annum. The emoluments of Ms. Liu are determined by the Board with the recommendation of the remuneration committee of the Board and after taking into account the prevailing market situation and her duties and responsibilities within the Company.

As at the Latest Practicable Date, save as disclosed above, Ms. Liu 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 or substantial or controlling shareholders of the Company, 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. Liu confirmed that there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning her that need to be brought to the attention of the shareholders of the Company.

Mr. Zhang Yijun (張怡軍), aged 63, was appointed as an independent non-executive director on 19 September 2018. He obtained his bachelor's degree in environmental engineering from China University of Geosciences* (中國地質大學) in July 2005 and a diploma in geological mineral exploration from Hunan Province School of Geosciences* (湖南省地質學校) in August 1980. From August 1980 to July 2015, he has served at Hunan Province Geological Survey Institute* (湖南省湘南地質勘察院) for geological survey and mineral exploration.

Mr. Zhang has entered into a letter of appointment with the Company, pursuant to which Mr. Zhang shall hold office for an initial term of three years commencing from 19 September 2018, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the articles of association of the Company. Pursuant to the letter of appointment, he is entitled to a director's fee of HK$180,000 per annum. The emoluments of Mr. Zhang are determined by the Board with the recommendation of the remuneration committee of the Board and after taking into account the prevailing market situation and his duties and responsibilities within the Company.

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

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

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 10:30 a.m. on Thursday, 13 June 2019 at Empire Room 1, 1st Floor, Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, 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 2018.

2. (a) (i) To re-elect Ms. Liu Jie as an executive director of the Company.

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

   (iii) To re-elect Ms. Yang Xiaoqiu as an executive director of the Company.

   (iv) To re-elect Mr. Hu Minglong as an executive director of the Company.

   (v) To re-elect Mr. Li Yuguo as an executive director of the Company.

   (vi) To re-elect Mr. Yang Xiaoqiang as a non-executive director of the Company.

   (vii) To re-elect Mr. Chen Xun as an independent non-executive director of the Company.

(viii) To re-elect Prof. Lau Chi Pang *JP* as an independent non-executive director of the Company.

(ix) To re-elect Ms. Liu Shuyan as an independent non-executive director of the Company.

(x) To re-elect Mr. Zhang Yijun as an independent non-executive director of the Company.

(b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

3. To re-appoint Messrs. 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 (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 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."

By order of the Board
Future Bright Mining Holdings Limited
Liu Jie
Chairperson

Hong Kong, 10 May 2019

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 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 adjourned meeting.

(6) To ascertain the members' entitlement to attend and vote at the AGM, the register of members will be closed from Monday, 10 June 2019 to Thursday, 13 June 2019, 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 6 June 2019.

(7) An explanatory statement containing further details regarding resolution no. 4 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.