

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Future Bright Holdings Limited

佳景集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 703)

PROPOSED ADOPTION OF AMENDED AND RESTATED BYE-LAWS

This announcement is made by Future Bright Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that the Board proposes to amend the existing bye-laws of the Company (the “**Existing Bye-laws**”) by way of adoption of, the amended and restated bye-laws (the “**Amended and Restated Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-laws, in order to bring the bye-laws of the Company in alignment with the Listing Rules.

The major areas of amendments that will be incorporated in the Amended and Restated Bye-laws are summarized below:

- (i) to replace the term “associate” with “close associate”;
- (ii) to provide the register and branch register of shareholders of the Company be opened for inspection at specific time;
- (iii) to provide that an annual general meeting shall be held in each financial year and within 6 months after the end of the Company’s financial year;
- (iv) to provide that an annual general meeting of the Company shall be called by notice of at least 21 clear days and all other general meetings shall be called by notice of at least 14 clear days, but the Company may convene a general meeting on shorter notice by all shareholders of the Company entitled to attend and vote at the meeting (in case of an annual general meeting) and by a majority in number of the shareholders of the Company having the right to attend and vote at the meeting, being a majority together holding at least 95% of the nominal value of the shares (in case of other general meetings);

* For identification purpose only

- (v) to provide that all shareholders of the Company have the right to speak and vote at a general meeting except otherwise provided in the Listing Rules;
- (vi) to state that a proxy shall be entitled to exercise the same power as the shareholder of the Company appointing him/her could exercise;
- (vii) to provide that a Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office until the next following annual general meeting and shall then be eligible for re-election;
- (viii) to provide that the Company may by ordinary resolution appoint or by extraordinary resolution remove an auditor before the expiration of his term of office; and
- (ix) to make other miscellaneous amendments to update or clarify the provisions of the Existing Bye-laws where it is considered desirable or to better align the wordings with the Listing Rules and the applicable laws of Bermuda.

The proposed adoption of the Amended and Restated Bye-laws is subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 27 May 2022 (the “AGM”) and, if approved, will become effective upon such approval. A circular containing, among other matters, details of the proposed amendments to the Existing Bye-laws which will be incorporated in the Amended and Restated Bye-laws, together with the notice convening the AGM, will be despatched to the shareholders of the Company in due course.

By Order of the Board of
Future Bright Holdings Limited
Chan Chak Mo
Managing Director

Hong Kong, 29 March 2022

As at the date hereof, the members of the Board comprise (i) Mr. Chan Chak Mo, the Managing Director, (ii) Mr. Chan See Kit, Johnny, the Chairman and the executive Director, (iii) Ms. Leong In Ian, the executive Director, and (iv) Mr. Cheung Hon Kit, Mr. Yu Kam Yuen, Lincoln and Mr. Chan Pak Cheong Afonso, the independent non-executive Directors.