

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Future Bright Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# Future Bright Holdings Limited

## 佳景集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 703)**

### PROPOSALS INVOLVING GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A letter from the board of directors of Future Bright Holdings Limited (“Company”) is set out on pages 3 to 6 of this circular.

A notice convening an annual general meeting of the Company (“AGM”) to be held on Thursday, 6 June 2024 at Golden Restaurant, Macau Jockey Club (HK) Club House, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong at 11:00 a.m. is set out on pages 14 to 18 of this circular.

Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of Future Bright Holdings Limited in Hong Kong, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of such meeting (i.e. by 11:00 a.m. (Hong Kong time) on Tuesday, 4 June 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held on Thursday, 6 June 2024 at 11:00 a.m. at Golden Restaurant, Macau Jockey Club (HK) Club House, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, or such adjournment thereof
“AGM Notice”	the notice convening the AGM as set out on pages 14 to 18 of this circular
“Board”	the board of Directors
“Bye-laws”	the amended and restated bye-laws adopted by the Company on 27 May 2022 and currently in force
“Company”	Future Bright Holdings Limited (Stock Code: 703), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company

## DEFINITIONS

“Repurchase Mandate”	the general mandate to be sought from the Shareholders at the AGM, authorising the Company to repurchase of up to a maximum of 10% of the total number of the issued share capital of the Company as at the date of passing of such mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent.



# Future Bright Holdings Limited

## 佳景集團有限公司\*

*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 703)

*Executive Directors:*

Mr. Chan See Kit, Johnny (*Chairman*)  
Mr. Chan Chak Mo (*Managing Director*)  
Ms. Leong In Ian

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent non-executive Directors:*

Mr. Yu Kam Yuen, Lincoln  
Mr. Chek Kuong Fong  
Mr. Vong Hou Piu

*Head office and principal place of business*

*in Hong Kong:*  
Units 803-804, 8th Floor.  
Seaview Commercial Building  
Nos. 21-24 Connaught Road West  
Sheung Wan  
Hong Kong

29 April 2024

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSALS INVOLVING GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS**

#### **INTRODUCTION**

The purpose of this circular is to give you details of the following proposals which, together with other ordinary business, will be proposed at the forthcoming AGM for consideration and, where appropriate, approval by the Shareholders:

- (i) granting of general mandates to issue and make on-market repurchases of Shares up to 20% and 10% respectively of the number of issued Shares; and

\* For identification purpose only

## LETTER FROM THE BOARD

- (ii) re-election of retiring Directors.

The AGM Notice is set out on pages 14 to 18 of this circular.

### **GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

The current general mandates granted to the Directors to issue and repurchase Shares will expire at the conclusion of the AGM. The Directors will ask for renewal of such authorities by proposing resolutions numbered 4, 5 and 6 as ordinary resolutions for consideration and approval by the Shareholders.

If passed at the AGM, resolution numbered 4 will give general mandate to the Directors to issue Shares up to 20% of the number of issued Shares on the date of the AGM, without having to first obtain the prior approval of the Shareholders in general meeting. As at the Latest Practicable Date, there were a total of 694,302,422 Shares in issue. Assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, such 20% will represent 138,860,484 Shares.

Further, resolution numbered 6 will, if passed, extend the general mandate to issue Shares by including the number of Shares repurchased under the Repurchase Mandate. On the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the above extension to issue a further of 69,430,242 new Shares if the Repurchase Mandate is exercised in full.

The Directors consider that general authority is commonplace and is sought to give them certain degree of flexibility for issue of Shares in transactions that need to be concluded in a speedy manner in the interests of the Company. They take the view that it would be in the interests of the Company if this general mandate to issue Shares is renewed at the AGM.

At the AGM, the Board will also propose that the Shareholders pass resolution numbered 5 to give general authority to the Directors to make on-market repurchases of Shares up to 10% of the number of issued Shares on the date of the AGM. On the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 69,430,242 Shares.

The Directors wish to emphasize that general authority to make repurchases is to give them additional measure of flexibility if the Directors consider that exercise in appropriate circumstances is for the benefit of the Shareholders as a whole. The Directors take the view that it would be in the interests of the Company if the Repurchase Mandate is renewed at the AGM. An explanatory statement containing the particulars as required by the Listing Rules on resolution numbered 5 in relation to the Repurchase Mandate is set out in Appendix I to this circular.

## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

At the AGM, (i) Mr. Chan Chak Mo (executive Director) and Mr. Yu Kam Yuen, Lincoln (independent non-executive Director) will retire from office by rotation and shall be eligible for re-election in accordance with bye-law 99 of the Bye-laws; (ii) Mr. Chek Kuong Fong (independent non-executive Director), being the Director elected by ordinary resolution in the annual general meeting on 31 May 2023, shall hold office only until the AGM and shall be eligible for re-election in accordance with bye-law 102(A) of the Bye-laws; and (iii) Mr. Vong Hou Piu (independent non-executive Director), being a Director appointed by the Board on 6 July 2023, shall hold office only until the AGM and shall be eligible for re-election in accordance with bye-law 102(B) of the Bye-laws.

The above Directors will offer themselves for re-election as Directors at the AGM. Brief biographical and other details of the Directors offering themselves for re-election are set out in Appendix II to this circular.

### AGM

The AGM Notice is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited on at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. by 11:00 a.m. (Hong Kong time) on Tuesday, 4 June 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so desire.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must 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 a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. 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.

The register of members of the Company will be closed from 3 June 2024 to 6 June 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to be entitled to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 31 May 2024.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the proposals described in this circular in relation to the granting of general mandates to issue and make on-market repurchases of Shares and the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolutions at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Chan Chak Mo**  
*Managing Director*



This is an explanatory statement given to the Shareholders relating to resolution numbered 5 granting the Repurchase Mandate to the Directors. It contains a summary of the information required pursuant to Rule 10.06(1)(b) of the Listing Rules which is set out as follows:

**(1) EXERCISE OF THE REPURCHASE MANDATE**

Resolution numbered 5 set out in the AGM Notice will, if passed, give a general unconditional mandate to the Directors authorising the repurchase by the Company of the issued and fully paid Shares up to a maximum of 10% of the number of issued Shares as at the date of the AGM. It will be valid until the next annual general meeting unless revoked or varied before such meeting.

Exercise in full of the Repurchase Mandate would result in up to a maximum of 69,430,242 Shares (on the basis of 694,302,422 Shares in issue as at the Latest Practicable Date) being repurchased by the Company.

**(2) REASONS FOR REPURCHASES**

The Directors believe that it is in the interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares without having to seek the approval of the Shareholders beforehand. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share or its earnings per Share or both and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

**(3) FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the laws of Bermuda and the Bye-laws. Such funds may include capital paid up on the repurchased Shares, funds otherwise available for dividend or distribution, and the proceeds of a new issue of Shares made for the purpose.

An exercise of the Repurchase Mandate in full during the proposed purchase period may have a material adverse impact on the working capital and gearing position of the Company compared with those as disclosed in the latest published audited consolidated accounts. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**(4) STATUS OF REPURCHASED SHARES**

The Listing Rules provide that the listing of all the Shares repurchased by the Company are automatically cancelled and the Company must ensure that the corresponding certificates are cancelled and destroyed. Under the laws of Bermuda, the Shares so repurchased will be treated as having been cancelled.

**(5) SHARE REPURCHASES**

The Company did not repurchase any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**(6) SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Per Share	
	Highest HK\$	Lowest HK\$
<b>2023</b>		
April	0.180	0.165
May	0.239	0.171
June	0.255	0.192
July	0.270	0.250
August	0.260	0.220
September	0.232	0.207
October	0.225	0.195
November	0.213	0.193
December	0.193	0.155
<b>2024</b>		
January	0.150	0.134
February	0.168	0.150
March	0.240	0.164
April (up to the Latest Practicable Date)	0.255	0.206

**(7) GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

The Directors have confirmed that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda.

If, as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could, depending upon the level of increase in shareholding, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Chan Chak Mo and parties acting in concert with him together held 286,834,622 Shares, representing approximately 41.31% of the entire issued share capital of the Company. Based on such shareholdings and assuming that resolution numbered 5 set out in the AGM Notice is duly passed and that the Directors exercise in full the powers to repurchase Shares under the Repurchase Mandate, the attributable shareholdings of Mr. Chan Chak Mo and parties acting in concert with him in the Company would be increased to approximately 45.90% of the entire issued share capital of the Company, thus exceeding the 2% creeper as specified in Rule 26.1 of the Takeovers Code, in which event, Mr. Chan Chak Mo and parties acting in concert with him would be required to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would require Mr. Chan Chak Mo and parties acting in concert with him to make a mandatory offer under the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchases made by the Company under the Repurchase Mandate, if approved at the AGM. The Directors confirm that neither the explanatory statement in this Appendix I nor the proposed Repurchase Mandate has any unusual features.

<b>APPENDIX II                      PARTICULARS OF PERSONS PROPOSED TO BE RE-ELECTED AS DIRECTORS</b>
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The biographical and other details of the persons proposed to be re-elected as Directors are set out below.

#### **EXECUTIVE DIRECTOR**

**Mr. Chan Chak Mo**, aged 72, is the controlling shareholder of the Company. He joined the Group in March 2004. He is the managing director of the Group and is responsible for all daily management of the Group. He has over 37 years of experience in investment and the management of various kinds of business including hotels, restaurants and entertainment centers in Hong Kong and Macau. He is both a member of the Legislative Assembly and the Executive Council of the Macau Special Administrative Region. He holds a bachelor degree and a master degree in business administration. Save as disclosed above, Mr. Chan also holds a number of directorships in other members of the Group but did not hold any other directorship in listed public companies in the past three years.

Mr. Chan is the elder brother of Mr. Chan See Kit, Johnny, the chairman of the Group. Save as aforesaid, Mr. Chan does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Chan had an interest in 286,834,622 Shares within the meaning of Part XV of the SFO.

Mr. Chan has entered into a letter of appointment with the Company in respect of his appointment as an executive Director with effect from 30 March 2023 to the date of the AGM until terminated by not less than one month's written notice served by either party on the other. There is no director's fee for Mr. Chan. His directorship is subject to retirement and re-election in accordance with the Company's Bye-laws. Under the current employment letter between a subsidiary of the Company and Mr. Chan, the amount of his salary is around HK\$5,882,000 per annum, which was determined based on arm's length negotiation between the parties and with reference to his duties and responsibilities within the Group and the prevailing market conditions.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Yu Kam Yuen, Lincoln**, aged 69, joined the Group as an independent non-executive Director in December 2004. He holds a bachelor degree in economics from the University of Western Ontario, Canada and had undergone training in dyestuffs technology at Bayer AG and Hoechst AG in Germany. He is the Vice President of Hong Kong Sports Association for the Physically Disabled, the Founding Vice President of Hong Kong Organ Transplant Foundation and is the Vice President of the Hong Kong Dyestuffs Merchants Association Limited. He also actively participates in many charitable organisations and is Vice Patron, General Donations/Special Events Organising Committee Chairman and campaign committee member of the Community Chest of Hong Kong.

<b>APPENDIX II</b>	<b>PARTICULARS OF PERSONS PROPOSED TO BE RE-ELECTED AS DIRECTORS</b>
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Mr. Yu does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Yu had an interest in 280,200 Shares within the meaning of Part XV of the SFO. Save as disclosed, as at the Latest Practicable Date, Mr. Yu did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Yu did not hold any other directorships in any public listed companies in the last three years, nor has he held any positions with the Company and other members of the Group. Mr. Yu confirmed his independence as regards the factors in Rule 3.13 of the Listing Rules at the time of his appointment and as at the Latest Practicable Date, the Board had not been informed of any subsequent change in circumstances that may affect his independence.

Mr. Yu has entered into a letter of appointment with the Company in respect of his appointment as an independent non-executive Director with effect from 1 January 2023 for an initial term of one year which is renewable automatically for one year until terminated by not less than one month's written notice served by either party on the other. Mr. Yu is entitled to a director's fee of HK\$120,000 per annum which has been reviewed by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities and the prevailing market conditions. Mr. Yu's directorship is subject to retirement and re-election in accordance with the Company's Bye-laws.

Mr. Yu would have served the Board for more than nine years if re-elected at the AGM. Despite this length of service, there is no evidence that the independence of Mr. Yu, especially in terms of exercising independent judgment and objective challenges to the management, has been or will be in any way compromised or affected. Mr. Yu has never held any executive or management position in the Group nor has he throughout such period been under the employment of any member of the Group. The Nomination Committee of the Board is fully satisfied that Mr. Yu meets the independence guidelines set out in Rule 3.13 of the Listing Rules and continues to be independent. In fact, the Board considers such length of service as an advantage as Mr. Yu is familiar with the management and business of the Group and therefore will be in a better position to understand the operation of the Group and make recommendations leveraging on his own skills and experience. The Board is confident that Mr. Yu will continue to make valuable contribution to the Company by providing his balanced and objective views to the Board. Further, having reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, geographical background, length of service, and the professional experience, skills and expertise of each Director, the Board is of the view that Mr. Yu should be re-elected for a further term at the AGM.

**Mr. Chek Kuong Fong**, aged 49, joined the Group as an independent non-executive Director in May 2023. He holds a master degree in international business administration from the American Graduate School of Business, Switzerland, a bachelor degree in economics from the Jinan University and a bachelor degree in law from the University of Macau. He has over 21 years of experience in investment, marketing research and business consulting.

Mr. Chek does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Chek did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Chek did not hold any other directorships in any public listed companies in the last three years, nor has he held any positions with the Company and other members of the Group. Mr. Chek confirmed his independence as regards the factors in Rule 3.13 of the Listing Rules at the time of his appointment and as at the Latest Practicable Date, the Board had not been informed of any subsequent change in circumstances that may affect his independence.

Mr. Chek has entered into a letter of appointment with the Company with effect from 31 May 2023 for an initial term of one year which is renewable automatically for one year until terminated by not less than one month's written notice served by either party on the other. Mr. Chek is entitled to a director's fee of HK\$120,000 per annum which has been reviewed by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities and the prevailing market conditions. Mr. Chek's directorship is subject to retirement and re-election in accordance with the Company's Bye-laws.

**Mr. Vong Hou Piu**, aged 61, joined the Group as an independent non-executive Director in July 2023. He holds a master degree in Business Administration in Asia International Open University (Macau) (which is currently known as City University of Macau). He has been a Certified Public Accountant in Macau for more than 28 years and has been a fellow of CPA Australia for more than 15 years. He is the managing partner of ShineWing (Macau) Certified Public Accountants and the single supervisor of Macau Pass, S.A. He is the Macao Honorary Representative of CPA Australia from 2008 to 2023, a member of Supervisory Board of Macau Management Association from 2018 to 2023, a director of Union of Associations of Professional Accountants of Macau from 2019 to 2023, and also a director of Macau Society of Certified Public Accountants from 2022 to 2023. Besides having extensive experience in the accounting field, he has been actively engaging in public service. He is a member of the Supervisory Board of Macau Urban Renewal Limited from 2019 to 2023, as well as a member of the Supervisory Board of the Culture Development Fund of Macau from 2022 to 2023. He has been a member of the Committee for the Registry of Auditors and Accountants of Macau in 2020, and a member of the Supervisory Board of the Cultural Industries Fund of Macau from 2020 to 2021.

Mr. Vong does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Vong did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Vong did not hold any other directorships in any public listed companies in the last three years, nor has he held any positions with the Company and other members of the Group. Mr. Vong confirmed his independence as regards the factors in Rule 3.13 of the Listing Rules at the time of his appointment and as at the Latest Practicable Date, the Board had not been informed of any subsequent change in circumstances that may affect his independence.

<b>APPENDIX II                      PARTICULARS OF PERSONS PROPOSED TO BE RE-ELECTED AS DIRECTORS</b>
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Mr. Vong has entered into a letter of appointment with the Company with effect from 6 July 2023 for an initial term of one year which is renewable automatically for one year until terminated by not less than one month's written notice served by either party on the other. Mr. Vong is entitled to a director's fee of HK\$120,000 per annum which has been reviewed by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities and the prevailing market conditions. Mr. Vong's directorship is subject to retirement and re-election in accordance with the Company's Bye-laws.

Save as disclosed above, the Company is not aware of any matter relating to the proposed re-election of the above Directors that needs to be brought to the attention of the Shareholders or any other information that needs to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.



# Future Bright Holdings Limited

## 佳景集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 703)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM” or “Meeting”) of Future Bright Holdings Limited (“Company”) will be held at Golden Restaurant, Macau Jockey Club (HK) Club House, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 6 June 2024 at 11:00 a.m. to transact the following ordinary business:

### **ORDINARY RESOLUTIONS**

1. To consider and receive the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2023.
2.
  - (a) To re-elect Mr. Chan Chak Mo as an executive director of the Company.
  - (b) To re-elect Mr. Yu Kam Yuen, Lincoln as an independent non-executive director of the Company.
  - (c) To re-elect Mr. Chek Kuong Fong as an independent non-executive director of the Company.
  - (d) To re-elect Mr. Vong Hou Piu as an independent non-executive director of the Company.
  - (e) To authorise the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint auditors and authorise the board of directors of the Company to fix their remuneration.

\* For identification purpose only



## NOTICE OF ANNUAL GENERAL MEETING

By way of special business, to consider and, if thought fit, pass each of the following resolutions, with or without modification, as ordinary resolution:

4. **“THAT:**

- (a) subject to the following provisions of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements or options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers be and 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 (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of securities allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an issue of shares pursuant to any existing specific authority, including upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures or securities convertible into shares of the Company; (iii) any share option scheme or similar arrangement for the time being adopted by the Company; and (iv) an 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 bye-laws of the Company, shall not exceed 20% of the number of issued shares of the Company as at the date of passing this resolution; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing 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 bye-laws of the Company or any applicable laws of Bermuda to be held; or

## NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company made to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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, any recognised regulatory body or any stock exchange in, or in any territory 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 below) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other 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 this purpose (“Recognised Stock Exchange”), subject to and in accordance with all applicable laws, rules and regulations and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, or of any other Recognised Stock Exchange be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company as at the date of passing this resolution; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of passing 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 bye-laws of the Company or any applicable laws of Bermuda to be held; or
  - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

## NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT**, subject to the passing of resolutions numbered 4 and 5 as set out in the notice convening this meeting (“Notice”), the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company pursuant to resolution numbered 4 set out in the Notice be and is hereby extended by the addition to it the number of shares repurchased by the Company pursuant to and since the granting to the Company of the general mandate to repurchase shares in accordance with resolution numbered 5 set out in the Notice.”

By order of the Board  
**Leung Hon Fai**  
*Company Secretary*

Hong Kong, 29 April 2024

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of business in Hong Kong:*  
Units 803-804, 8th Floor.  
Seaview Commercial Building  
Nos. 21-24 Connaught Road West  
Sheung Wan  
Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
2. A form of proxy for use at the meeting is enclosed. To be valid, the proxy form, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding the meeting (i.e. by 11:00 a.m. (Hong Kong time) on Tuesday, 4 June 2024), or any adjournment thereof.
3. Where there are joint holders of any share, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled to vote, but if more than one of such joint holders be present at the meeting in person or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjourned meeting if he so desires. If a member attends the meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.

## NOTICE OF ANNUAL GENERAL MEETING

4. To ascertain shareholders' eligibility to attend and vote at the meeting, the register of members of the Company will be closed from 3 June 2024 to 6 June 2024, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 31 May 2024.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after a super typhoon" announced by the Hong Kong Government is/are in effect any time after 9:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at [www.fb.com.hk](http://www.fb.com.hk) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.