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## **Future Bright Mining Holdings Limited**

### **高鵬礦業控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2212)**

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 30 JUNE 2025;  
(2) RETIREMENT OF DIRECTORS;  
(3) CHANGE IN COMPOSITION OF THE BOARD COMMITTEES;  
AND  
(4) NON-COMPLIANCE WITH RULES 3.10(1), 3.21, 3.25 AND 3.27A  
OF THE LISTING RULES**

The board (the “**Board**”) of directors (the “**Directors**”) of Future Bright Mining Holdings Limited (the “**Company**”) is pleased to announce that the annual general meeting of the Company (the “**AGM**”) was successfully convened on 30 June 2025. As more than 50% of the votes were cast by way of poll in favour of the resolutions no. 1, 2(a)(ii), 2(a)(iii), 2(a)(iv), 2(b), 3, 4, 5 and 6 as set out in the notice of the AGM dated 29 April 2025 (and as supplemented on 9 June 2025) (the “**Notice**”), all of such resolutions proposed were duly passed at the AGM as ordinary resolutions of the Company. As more than 50% of the votes were cast against the resolutions no. 2(a)(i), 2(a)(v) and 2(a)(vi) as set out in the Notice, such resolutions were not passed at the AGM as ordinary resolutions of the Company.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 29 April 2025 (the “**Circular**”).

## POLL RESULTS OF THE AGM

As at the date of the AGM, the total number of Shares in the issued share capital of the Company was 1,053,259,200 Shares, which was the entire issued share capital of the Company entitling the shareholders of the Company (the “**Shareholders**”) to attend and vote for or against the resolutions proposed at the AGM. There were no Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

The Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote taking.

Mr. Sun Hailong and Mr. Xue Yunfei attended the AGM in person. Other Directors attended the AGM via electronic means.

The poll results in respect of all the resolutions proposed at the AGM are set out as follows:

Ordinary Resolutions			Number of Votes (%)		Total number of votes
			For	Against	
1.		To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2024.	230,543,200 (100.00%)	0 (0.00%)	230,543,200
2(a).	(i)	To re-elect Mr. Zhou Dechuan as an executive director of the Company.	70,543,200 (30.60%)	160,000,000 (69.40%)	230,543,200
	(ii)	To re-elect Mr. Chen Jin as a non-executive director of the Company.	230,543,200 (100.00%)	0 (0.00%)	230,543,200

Ordinary Resolutions		Number of Votes (%)		Total number of votes
		For	Against	
(iii)	To re-elect Ms. Zhu Min as a non-executive director of the Company.	230,543,200 (100.00%)	0 (0.00%)	230,543,200
(iv)	To re-elect Mr. Xue Yunfei as an executive director of the Company.	230,543,200 (100.00%)	0 (0.00%)	230,543,200
(v)	To re-elect Yang Jiantong as an executive director of the Company.	70,543,200 (30.60%)	160,000,000 (69.40%)	230,543,200
(vi)	To re-elect Mr. Wang Xiaolong as an independent non-executive director of the Company.	110,543,200 (47.95%)	120,000,000 (52.05%)	230,543,200
2(b).	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	230,543,200 (100.00%)	0 (0.00%)	230,543,200
3.	To re-appoint Messrs. Reanda HK CPA Limited as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.	230,543,200 (100.00%)	0 (0.00%)	230,543,200
4.	To grant a general unconditional mandate to the directors of the Company to allot, issue or otherwise deal with additional shares of the Company for an aggregate number not exceeding 20% of the number of the issued shares (excluding treasury shares) of the Company as at the date of the passing of this resolution.#	230,543,200 (100.00%)	0 (0.00%)	230,543,200

Ordinary Resolutions		Number of Votes (%)		Total number of votes
		For	Against	
5.	To grant a general unconditional mandate to the directors of the Company to purchase the Company's shares for a total number not exceeding 10% of the number of the issued shares (excluding treasury shares) of the Company as at the date of the passing of this resolution.#	230,543,200 (100.00%)	0 (0.00%)	230,543,200
6.	Conditional on the passing of resolutions numbered 4 and 5, to extend the issue mandate under resolution numbered 4 by an amount representing the aggregate number of issued shares of the Company repurchased by the Company pursuant to the authority granted under resolution numbered 5 above (up to a maximum number equivalent to 10% of the number of the issued share of the Company as at the date of the passing of the said resolution no.5).#	230,543,200 (100.00%)	0 (0.00%)	230,543,200

# Full text of the relevant resolutions is set out in the notice dated 29 April 2025 convening the AGM.

As more than 50% of the votes were cast by way of poll in favour of the above resolutions no. 1, 2(a)(ii), 2(a)(iii), 2(a)(iv), 2(b), 3, 4, 5 and 6, all of such resolutions proposed were duly passed at the AGM as ordinary resolutions of the Company. As more than 50% of the votes were cast against the resolutions no. 2(a)(i), 2(a)(v) and 2(a)(vi), such resolutions were not passed at the AGM as ordinary resolutions of the Company.

## **RETIREMENT OF DIRECTORS AND CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

As the proposed resolutions in respect of the re-election of Mr. Zhou Dechuan (“**Mr. Zhou**”), Mr. Yang Jiantong (“**Mr. Yang**”) and Mr. Wang Xiaolong (“**Mr. Wang**”) as a Director were not passed by the Shareholders as ordinary resolutions at the AGM, Mr. Zhou, Mr. Yang and Mr. Wang have retired as Directors upon the conclusion of the AGM.

Each of Mr. Zhou, Mr. Yang and Mr. Wang has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Following the retirement of Mr. Yang and Mr. Wang, the composition of the Board committees will be changed as follows:

- (i) Mr. Yang has ceased to be a member of the remuneration committee (the “**Remuneration Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”); and
- (ii) Mr. Wang has ceased to be a member of the audit committee of the Company (the “**Audit Committee**”), the chairman of the Remuneration Committee and the chairman of the Nomination Committee.

The Board would like to express its appreciation to Mr. Zhou, Mr. Yang and Mr. Wang for their valuable contribution to the Company during their tenure of service.

## **NON-COMPLIANCE WITH RULES 3.10(1), 3.21, 3.25 AND 3.27A OF THE LISTING RULES**

Pursuant to Rule 3.10(1) of the Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors (“**INED(s)**”). Pursuant to Rule 3.21 of the Listing Rules, every listed issuer must establish an audit committee comprising a minimum of three members. Pursuant to Rule 3.25 of the Listing Rules, an issuer must establish a remuneration committee chaired by an INED and comprising a majority of INEDs. Pursuant to Rule 3.27A of the Listing Rules, an issuer must establish a nomination committee chaired by an INED and comprising a majority of INEDs.

Following the retirement of Mr. Wang, (a) the Board comprises six members, being two executive Directors, two non-executive Directors and two INEDs; (b) the Audit Committee comprises a chairman and a member, both being INEDs; and (c) each of the Nomination Committee and the Remuneration Committee comprises two members, both being INEDs. As such, the Company does not meet (i) the minimum number of INEDs as required under Rule 3.10(1) of the Listing Rules; (ii) the minimum number of members of the Audit Committee as required under Rule 3.21 of the Listing Rules; (iii) the requirement under Rule 3.25 of the Listing Rules that the remuneration committee must be chaired by an INED; and (iv) the requirement under Rule 3.27A of the Listing Rules that the nomination committee must be chaired by an INED.

The Company is endeavoring to identify a suitable candidate to meet the abovementioned requirements as soon as practicable, and in any event within the three months from the date of this announcement, and will ensure compliance by the Company with the relevant Listing Rules. The Company will make further announcement(s) as and when appropriate.

By Order of the Board  
**Future Bright Mining Holdings Limited**  
**Sun Hailong**  
*Executive Director*

Hong Kong, 30 June 2025

*As at the date of this announcement and after the conclusion of the AGM, the executive Directors are Mr. Sun Hailong and Mr. Xue Yunfei; the non-executive Directors are Mr. Chen Jin and Ms. Zhu Min; and the independent non-executive Directors are Prof. Lau Chi Pang J.P. and Ms. Wong Wan Lung.*