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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)

DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by Future Bright Mining Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On 20 December 2016, the Company was informed by Future Bright International Limited, one of the controlling shareholders of the Company (the “**Controlling Shareholder**”) and a company wholly-owned by Mr. Guo Xiao Ping (“**Mr. Guo**”), the former chairman, chief executive officer and executive Director of the Company, that on 16 December 2016, the Controlling Shareholder entered into an agreement with four purchasers who are third parties independent of the Group and its connected persons (the “**Purchasers**”). Pursuant to such agreement, the Controlling Shareholder has agreed to sell, subject to the terms and conditions of the agreement, an aggregate of 889,800,000 shares of HK\$0.01 each in the share capital of the Company (“**Shares**”) (representing approximately 25.28% of the existing issued share capital of the Company) at a price of HK\$0.13 per Share to the Purchasers or its affiliates, for a total consideration of HK\$115,674,000 (the “**Disposal**”). The Company was also informed that the completion of the Disposal took place on 16 December 2016.

After the completion of the Disposal, the number of Shares held by the Controlling Shareholder has decreased from 1,064,800,000 Shares to 175,000,000 Shares, representing a decrease of its shareholding from approximately 30.25% to 4.97% of the existing issued share capital of the Company. As a result, the Controlling Shareholder has ceased to be a controlling shareholder of the Company after the Disposal.

SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company (i) immediately before the Disposal; and (ii) immediately after the Disposal:

| Name of Shareholders | Immediately before the Disposal | | Immediately after the Disposal | |
|---|---------------------------------|----------------------------|--------------------------------|----------------------------|
| | Number of shares | Approximate percentage (%) | Number of shares | Approximate percentage (%) |
| | | | | |
| Easy Flourish Limited (<i>Note 1</i>) | 1,082,400,000 | 30.75% | 1,082,400,000 | 30.75% |
| Future Bright International Limited (<i>Note 2</i>) | 1,064,800,000 | 30.25% | 175,000,000 | 4.97% |
| Other public shareholders | 1,372,000,000 | 39.00% | 1,372,000,000 | 39.00% |
| Purchasers | – | – | 889,800,000 | 25.28% |
| Total | 3,520,000,000 | 100.00% | 3,520,000,000 | 100.00% |

Note 1: Easy Flourish Limited is owned as to 80% by Guangzhou Yicheng Investment Limited* (廣州藝成投資有限公司) and 20% by Ms. Jiang Miner

Note 2: Future Bright International Limited is wholly-owned by Mr. Guo

Shareholders and potential investors of the Company should exercise caution when dealing in the Shares.

By order of the Board
Future Bright Mining Holdings Limited
Wan Tat Wai David
Executive Director

Hong Kong, 20 December 2016

As at the date of this announcement, the executive Directors are Mr. Lee Suk Fong, Mr. Wan Tat Wai David, Mr. Zheng Fengwei, Mr. Zhang Decong and Mr. Yuan Shan (alternate Director to Mr. Zhang Decong); and the independent non-executive Directors are Mr. Chow Hiu Tung, Mr. Lau Tai Chim, Mr. Sin Ka King and Mr. Tsang Hing Hung.

* For identification purpose only