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**ZHONG KE JIU TAI
TECHNOLOGY GROUP LIMITED**
(incorporated in Hong Kong with limited liability)

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)

JOINT ANNOUNCEMENT

- (1) CLOSE OF VOLUNTARY CONDITIONAL CASH OFFER BY
SOUTHWEST SECURITIES (HK) CAPITAL LIMITED
FOR AND ON BEHALF OF
ZHONG KE JIU TAI TECHNOLOGY GROUP LIMITED
TO ACQUIRE ALL THE ISSUED SHARES AND TO CANCEL ALL
OUTSTANDING SHARE OPTIONS OF
FUTURE BRIGHT MINING HOLDINGS LIMITED
(OTHER THAN THOSE SHARES OWNED OR AGREED
TO BE ACQUIRED BY
ZHONG KE JIU TAI TECHNOLOGY GROUP LIMITED OR
PARTIES ACTING IN CONCERT WITH IT)**
- (2) RESULTS OF THE OFFERS**
- (3) SETTLEMENT OF THE OFFERS**
- AND**
- (4) PUBLIC FLOAT**

Financial Adviser to the Offeror



References are made to (i) the composite document dated 10 August 2018 (the “**Composite Document**”) and (ii) the joint announcement dated 24 August 2018 (the “**Joint Announcement**”) jointly issued by Zhong Ke Jiu Tai Technology Group Limited (the “**Offeror**”) and Future Bright Mining Holdings Limited (the “**Company**”). Capitalised terms used herein shall have the same meanings as those defined in the Composite Document, unless the context herein requires otherwise.

All time and date references contained in this joint announcement refer to Hong Kong time and dates.

CLOSE OF THE OFFERS

As disclosed in the Joint Announcement, all the Conditions had been fulfilled and the Offers were declared unconditional in all respects on 24 August 2018.

The Offeror and the Company jointly announce that the Offers were closed on Friday, 7 September 2018, being the final Closing Date of the Offers and were not revised or extended.

RESULTS OF THE OFFERS

As at 4:00 p.m. on 7 September 2018, the Offeror received (i) valid acceptances in respect of a total of 1,888,235,000 Shares under the Share Offer, representing approximately 48.79% of the entire issued share capital of the Company as at the date of this joint announcement; and (ii) valid acceptances in respect of a total of 352,000,000 Options under the Option Offer, representing all of the outstanding Options.

Immediately before 10 July 2018 (being the commencement date of the Offer Period), the Offeror was interested in an aggregate of 400,000,000 Shares, representing approximately 10.34% of the entire issued share capital of the Company.

As at the date of this joint announcement, taking into account the valid acceptances in respect of 1,888,235,000 Shares under the Share Offer, the Offeror and parties acting in concert with it would hold an aggregate of 2,288,235,000 Shares, representing approximately 59.13% of the entire issued share capital of the Company.

None of the Offeror, its ultimate beneficial owner or their respective parties acting in concert has (i) acquired or agreed to acquire any Shares or the rights over Shares during the Offer Period other than the acceptance of the Offers; or (ii) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately before 10 July 2018 (being the commencement date of the Offer Period); and (ii) as at the date of this joint announcement:

	Immediately before 10 July 2018 (being the commencement date of the Offer Period)		As at the date of this joint announcement	
	Number of Shares	Approx.%	Number of Shares	Approx.%
The Offeror (<i>Note 1</i>)	400,000,000	10.34	2,288,235,000	59.13
Victory Spring Ventures Limited (<i>Note 2</i>)	1,082,400,000	27.97	—	—
Ms. Yang Xiaoqiu (<i>Note 3</i>)	28,800,000	0.74	241,140,000	6.23
Kai De Int'l Holding Limited (<i>Note 4</i>)	212,340,000	5.49	—	—
Public Shareholders	<u>2,146,460,000</u>	<u>55.46</u>	<u>1,340,625,000</u>	<u>34.64</u>
	<u><u>3,870,000,000</u></u>	<u><u>100.00</u></u>	<u><u>3,870,000,000</u></u>	<u><u>100.00</u></u>

Note 1: The Offeror is ultimately wholly owned by Mr. Li Yuguo.

Note 2: These Shares are registered in the name of Victory Spring Ventures Limited, the issued capital of which is owned as to 90% by Ms. Liu Jie (“**Ms. Liu**”), an executive Director and the chairperson of the Board. Under the SFO, Ms. Liu is deemed to be interested in all the Shares registered in the name of Victory Spring Ventures Limited.

Note 3: Ms. Yang Xiaoqiu (“**Ms. Yang**”) is an executive Director as at the date of this joint announcement.

Note 4: These Shares are registered in the name of Kai De Int'l Holding Limited, the issued capital of which is owned as to 100% by Ms. Yang, an executive Director. Under the SFO, Ms. Yang is deemed to be interested in all the Shares registered in the name of Kai De Int'l Holding Limited.

SETTLEMENT OF THE OFFERS

Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty in respect of acceptances of the Share Offer) payable for the Shares under the Share Offer will be posted to the accepting Independent Shareholders by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days of the date of receipt of a complete and valid acceptance of the Share Offer.

Remittances in respect of the cash consideration payable for the Options under the Option Offer will be posted to the accepting Optionholders by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days of the date of receipt of a complete and valid acceptance of the Option Offer.

TOTAL CONSIDERATION PAID/PAYABLE

As the Offeror will take up an aggregate of 1,888,235,000 Shares at the Share Offer Price of HK\$0.17 per Share, the total consideration payable by the Offeror under the Share Offer is approximately HK\$320,999,950.

As the Offeror will cancel an aggregate of 352,000,000 Options at the price of HK\$0.01 for each 1,000 Options, the total consideration paid by the Offeror under the Option Offer is HK\$3,520.

PUBLIC FLOAT OF THE SHARES OF THE COMPANY

Upon the close of the Offers, 1,340,625,000 Shares, representing approximately 34.64% of the entire issued share capital of the Company, are held by the public (as defined in the Listing Rules). Accordingly, the Company continues to satisfy the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules.

By order of the board of directors of
Zhong Ke Jiu Tai Technology Group Limited
Li Yuguo
Director

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

Hong Kong, 7 September 2018

As at the date of this joint announcement, the executive Directors are Ms. Liu Jie, Mr. Chen Gang, Mr. Rao Dacheng, Mr. Wan Tat Wai David, Ms. Yang Xiaoqiu, 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. Lai Kwok Leung and Mr. Hu Minglong.

The Directors jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Offeror and parties acting in concert with it) contained in this joint announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed (other than opinion expressed by the sole director of the Offeror) in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, Mr. Li Yuguo is the sole director of the Offeror.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.