



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)

NOMINATION COMMITTEE

TERMS OF REFERENCE

Constitution

1. The board of directors (the “**Board**”) of Future Bright Mining Holdings Limited (the “**Company**”) has resolved to establish a committee of the Board known as the remuneration committee (the “**Committee**”) at a meeting held on 8 December 2014.

Membership and Quorum

2. The Committee must consist of a minimum of three members (the “**Members**”) and shall be appointed by the Board from the non-executive directors. The majority of the Members must be the independent non-executive directors of the Company (“**INEDs**”). The initial Members are Mr. Lau Tai Chim, Mr. Sin Ka King and Mr. Chow Hiu Tung.
3. A quorum shall be two Members, one of whom shall be the chairman of the Committee. Other Board members, apart from the Members, may have the right to attend any Committee meetings if permitted by the chairman of the Committee, though they shall not be counted in the quorum.
4. The chairman of the Committee shall be appointed by the Board.

Mr. Lau Tai Chim shall be the first chairman.

Secretary

5. The company secretary of the Company, or in his absence, his representative, shall act as the secretary of the Committee (the “**Secretary**”). The Committee may from time to time appoint any other person with appropriate qualification and experience as Secretary.

Frequency of meetings

6. The Members may call any meetings at any time when necessary or desirable.

Authority

7. The Committee is authorised by the Board to seek any necessary information from the employees of the Company and its subsidiaries which is within the Committee's scope of duties.
8. The Committee is authorised by the Board to obtain independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary or desirable.

Duties

9. The duties of the Committee shall include, but not be limited to the following:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and to make recommendations to the Board regarding any proposed changes;
 - (b) to identify individuals suitably qualified to become Board members and to select or make recommendations to the Board on the selection of, individuals for nomination of directorships of the Company;
 - (c) to assess the independence of INEDs; and
 - (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular the chairman and the chief executive officer of the Company.
10. Where the Board proposes a resolution to elect an individual as an INED at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.

Reporting Procedures

11. The Secretary or his representative shall circulate the minutes of meetings and reports of the Committee to all members of the Board.
12. The Committee shall report to the Board of its findings, decisions and recommendations.

– End of document –

(Adopted by the Company pursuant to the Board's resolutions passed on 8 December 2014)

Notes: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.