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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)

VOLUNTARY ANNOUNCEMENT

MEMORANDUM OF UNDERSTANDING IN RELATION TO THE ACQUISITION OF 51% EQUITY INTEREST OF SICHUAN GOFORTUNE SUPPLY CHAIN MANAGEMENT JOINT STOCK COMPANY LIMITED*

The Board is pleased to announce that on 4 November 2015, the Purchaser (a wholly-owned subsidiary of the Company) entered into a non-legally binding Memorandum of Understanding with the Vendor, pursuant to which the Vendor proposed to sell 51% equity interest in Sichuan Gofortune Supply Chain Management Joint Stock Company Limited* (the Target Company) to the Purchaser for a total cash consideration of not exceeding HK\$1,680,000.

The applicable percentage ratios in relation to the Proposed Acquisition are expected to be less than 5%. The Proposed Acquisition is not expected to constitute a notifiable transaction for the Company under the Listing Rules.

Shareholders and potential investors of the Shares should note that the Proposed Acquisition may or may not materialize. Shareholders and investors should exercise caution in dealing with the securities of the Company.

This announcement is made by the Company on a voluntary basis.

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The Target Company, Sichuan Gofortune Supply Chain Management Joint Stock Company Limited* (四川廣豐源供應鏈管理股份有限公司), is a joint stock limited liability company established in the PRC on 12 August 2015. According to the information provided by the Vendor, (a) the Target Company was newly established by the Vendor and his management team with the view to principally engaging in the supply chain management and e-commerce of Chinese white wine; (b) the unaudited net assets of the Target Company as of 31 October 2015 amounted to approximately RMB2,666,000 (HK\$3,300,000); and (c) the equity interest of the Target Company is owned as to 76% by the Vendor and 24% by four senior management of the Target Company.

According to the information provided by the Vendor, the Vendor has extensive network and experience in supply chain management and logistics, and the management team of the Target Company is experienced in the setting up of e-commerce platforms. To the best knowledge, information and belief of the Directors after making all reasonable enquiries, the Target Company and its ultimate beneficial owners (including the Vendor) are third parties independent of the Company and its connected persons.

The terms of the Proposed Acquisition are subject to further negotiation and the signing of a formal sale and purchase agreement within 60 days after the date of the Memorandum of Understanding (or such longer period as extended by mutual agreement between the parties) (the “**Exclusivity Period**”). The Vendor has agreed not to negotiate with any other potential buyers in relation to the subject matter of the Memorandum of Understanding during the Exclusivity Period. Save and except the clauses regarding exclusivity, due diligence, costs and expenses, and governing law and jurisdiction which are legally binding, all other provisions in the Memorandum of Understanding are non-legally binding. If the Memorandum of Understanding proceeds to signing of a formal sale and purchase agreement, it is currently expected that completion of the formal sale and purchase agreement will be conditional upon, amongst other things, due diligence review on the Target Company having been completed to the satisfaction of the Company.

The Company is an investment holding company whose subsidiaries are principally engaged in mining exploration and sale of marble and marble related products. If the Proposed Acquisition proceeds to completion, the Company currently intends to leverage on the network and expertise of the Vendor and the management team of the Target Company with the view to developing the supply chain management systems and e-commerce platforms for the trading of marble related products by the Group. Regarding the original business plan of the Target Company to engage in the supply chain management and e-commerce of Chinese white wine, the Company will conduct further market research and feasibility study with the management team of the Target Company to explore if it presents any business opportunity for the Group to diversify into this business.

As disclosed in the Prospectus, the Company intends to apply approximately HK\$5.2 million out of the net proceeds from the Global Offering to fund the development of the Company's sales channels and marketing in line with the Company's strategy to develop its product recognition. The Company considers that the Proposed Acquisition and the development of the supply chain management systems and e-commerce platforms for marble-related products are consistent with the Company's development plan on its sales and marketing channels and product recognition. The Company is satisfied that the Proposed Acquisition will not result in any change in the use of the proceeds of the Global Offering or any deviation from any forecast, estimate or other information disclosed in the Prospectus.

The applicable percentage ratios in relation to the Proposed Acquisition are expected to be less than 5%. The Proposed Acquisition is not expected to constitute a notifiable transaction for the Company under the Listing Rules.

Shareholders and potential investors of the Shares should note that the Proposed Acquisition may or may not materialize. Shareholders and investors should exercise caution in dealing with the securities of the Company.

DEFINITIONS

In this announcement, the following definitions shall have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Future Bright Mining Holdings Limited, a company incorporated in Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange with stock code 2212
“connected person(s)”	has the meaning ascribed to it under the Listing Rules

“Directors”	the directors of the Company
“Global Offering”	has the meaning ascribed to it in the Prospectus
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Understanding”	a non-legally binding memorandum of understanding entered into between the Purchaser and the Vendor on 4 November 2015 in relation to the Proposed Acquisition
“Proposed Acquisition”	the proposed acquisition of 51% equity interest in the Target Company by the Purchaser from the Vendor, subject to the signing of a formal sale and purchase agreement
“PRC”	the People’s Republic of China
“Prospectus”	the Company’s prospectus dated 29 December 2014
“Purchaser”	Smart Triumph Group Holdings Limited (康宏控股集團有限公司), a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of the Shares
“Shares”	shares of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Target Company”	Sichuan Gofortune Supply Chain Management Joint Stock Company Limited* (四川廣豐源供應鍵管理股份有限公司), a joint stock limited liability company established in the PRC
“Vendor”	Li Aiming* (李愛明), a third party independent of the Company and its connected persons

For the purpose of this announcement, the exchange rate used for conversion between HK\$ and RMB is HK\$1.00 = RMB0.82.

By order of the board of
Future Bright Mining Holdings Limited
Zhou Tai Ping
Chairman, Chief Executive Officer & Executive Director

Hong Kong, 4 November 2015

As at the date of this announcement, the Board comprises Mr. Zhou Tai Ping, Mr. Zhang Decong and Mr. Yuan Shan (alternate director to Mr. Zhang Decong) as executive Directors; Mr. Li Ethan Jing, Mr. Hu Jin Xiong, Mr. Leung Kar Fai as non-executive Directors; and Mr. Lau Tai Chim, Mr. Sin Ka King and Mr. Chow Hiu Tung as independent non-executive Directors.

* *For identification purposes only*