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Future Bright Holdings Limited

佳景集團有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 703)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Future Bright Holdings Limited (“Company”) will be held at Room 1409, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 8 June 2012 at 11:00 a.m. to transact the following ordinary business:

“THAT:

- (A) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval for the listing of, and permission to deal in, the shares of the Company (the “Shares”) (not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this resolution) which may fall to be issued pursuant to the exercise of any options granted under the new share option scheme of the Company (the “New Option Scheme”) (a copy of the rules of which marked “A” is produced to this meeting and signed by the Chairman of this meeting for identification purpose), the New Option Scheme be and is hereby approved and adopted on the date of this meeting and the directors of the Company be and are hereby authorised to grant options and to allot, issue and deal with the shares fall to be issued pursuant to the exercise of any option granted thereunder and to take all such steps and do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Option Scheme, including but without limitation:
- (i) to administer the New Option Scheme;
 - (ii) to modify and/or amend the New Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Option Scheme relating to modification and/or amendment;

* *for identification purpose only*

- (iii) to allot and issue from time to time such number of Shares as may fall to be issued pursuant to the exercise of the options granted under the New Option Scheme, provided always that the total number of Shares subject to the New Option Scheme, when aggregated with any Shares subject to any other share option scheme(s) of the Company, shall not exceed 10% of the Shares in issue as at the date of passing this resolution but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the New Option Scheme (such limit as refreshed shall not exceed 10% of the Shares in issue as at the date of the aforesaid shareholders' approval) and the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Option Scheme and any other share option scheme(s) of the Company shall not exceed 30% of the Shares in issue from time to time (the Company may seek separate approval by shareholders in general meeting for granting options beyond the 10% limit provided that the options in excess of the limit are granted only to participants specially identified by the Company before such approval is sought);
 - (iv) to make application at the appropriate time or times to the Stock Exchange, and other stock exchanges upon which the issued Shares of the Company may for the time being be listed, for listing of and permission to deal in any Shares which may hereafter from time to time fall to be issued pursuant to the exercise of the options granted under the New Option Scheme; and
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Option Scheme; and
- (B) with effect from the date of the New Option Scheme becoming unconditional and coming into effect, the existing share option scheme (the "Existing Scheme") adopted by the Company pursuant to a resolution passed by the then shareholders of the Company on 13 June 2002 be cancelled and terminated and shall cease to have any further effect save and except that the Existing Scheme will remain in force to the extent necessary to give effect to the exercise of the options granted thereunder prior to termination thereof."

By order of the board
Leung Hon Fai
Company Secretary

Hong Kong, 17 May 2012

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:
Room 1409, West Tower
Shun Tak Centre
200 Connaught Road Central
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
2. A form of proxy for use at the meeting is enclosed. To be valid, the proxy form, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrars in Hong Kong, Tricor Tengis Limited on 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Where there are joint holders of any share, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled to vote, but if more than one of such joint holders be present at the meeting in person or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjourned meeting if he so desires. If a member attends the meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.

As at the date hereof, the members of the Board comprises (i) Mr. Chan Chak Mo, the managing Director, (ii) Mr. Chan See Kit, Johnny, the Chairman and an executive Director, (iii) Mr. Lai King Hung, the deputy Chairman and an executive Director, (iv) Ms. Leong In Ian, an executive Director and (v) Mr. Cheung Hon Kit, Mr. Yu Kam Yuen, Lincoln and Mr. Chan Pak Cheong Afonso, the independent non-executive Directors.