



新礦資源有限公司

NEWTON RESOURCES LTD

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1231)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 23 MAY 2014

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the share capital of
Newton Resources Ltd (the "Company") **HEREBY APPOINT** the Chairman of the meeting ^(Note 3) or _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf on the resolutions as directed below or, if no such indication is given, as my/our proxy thinks fit at the annual general meeting (the "AGM") of the Company for the year 2014 to be held at Meeting Room S428 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Friday, 23 May 2014 at 11:45 a.m. (and at any adjournment thereof).

Please put a "✓" in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and independent auditors for the year ended 31 December 2013.		
2.	To re-elect Mr. Li Changfa as an executive director of the Company.		
3.	To re-elect Mr. Lam Wai Hon, Patrick as a non-executive director of the Company.		
4.	To re-elect Mr. Cheng Chi Ming, Brian as a non-executive director of the Company.		
5.	To re-elect Mr. Tsui King Fai as an independent non-executive director of the Company.		
6.	To authorise the board of directors of the Company to fix the directors' remuneration.		
7.	To re-appoint Messrs. Ernst & Young as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
8.	(1) To give a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.*		
	(2) To give a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.*		
	(3) To extend the general mandate granted to the directors of the Company pursuant to ordinary resolution item 8(2).*		

* Full text of the resolution is set out in the notice of the AGM.

Date: _____

Signature ^(Note 5) : _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the AGM may appoint more than one proxy (who must be an individual), if he is the holder of two or more shares, to attend and vote on his behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must attend the relevant meeting in person. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer, attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM if you so wish and, in such event, this form of proxy shall be deemed to be revoked.