新礦資源有限公司
NEWTON RESOURCES LTD

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

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CESSATION OF A MEMBER OF THE AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE AND APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the notice and circular of the 2015 annual general meeting to be held on 21 May 2015 (the "**AGM**") of Newton Resources Ltd (the "**Company**" and together with its subsidiaries, the "**Group**") both dated 20 April 2015. The board (the "**Board**") of directors (the "**Directors**") of the Company announces that Mr. Wu Wai Leung, Danny ("**Mr. Wu**") has informed the Board on 19 May 2015 that due to his recent business transaction (the "**Transaction**") with Chow Tai Fook Enterprises Limited (a core connected person of the Company) in relation to Greenheart Group Limited (a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (Stock Code: 94))("**Greenheart Group**") and the implications on Mr. Wu's independence arising from the Transaction, he has decided not to offer himself for re-election as an independent non-executive Director of the Company at the AGM. Upon his retirement at the conclusion of the AGM, he will also cease to be a member of the audit committee (the "**Audit Committee**"), the remuneration committee (the "**Remuneration Committee**") and the nomination committee (the "**Nomination Committee**") of the Company on the same date. Shareholders and potential investors may wish to refer to the joint announcement dated 7 May 2015 issued by Greenheart Group and Newforest Limited for details about the Transaction.

Accordingly, the resolution to re-elect Mr. Wu as an independent non-executive Director of the Company at the AGM as previously set out in ordinary resolution numbered 4 in the notice of AGM of the Company dated 20 April 2015 will be withdrawn and not be voted upon at the AGM.

Mr. Wu confirmed that he has no disagreement with the Board and, apart from the above, there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company.

The Board would like to further announce that in view of Mr. Wu's contributions to the Board and the Company with his extensive experience and expertise, Mr. Wu will be appointed as a non-executive Director of the Company with effect from the conclusion of the AGM. The biography of Mr. Wu is set out in the note to this announcement.

Following the retirement of Mr. Wu at the conclusion of the AGM, the Company notes that (i) there will remain two independent non-executive Directors on the Board, which will fall below the minimum number of three as required under Rule 3.10(1) and Rule 3.10A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**"); and (ii) the number of members of the Company's audit committee will fall below the minimum number required under its terms of reference and Rule 3.21 of the Listing Rules.

The Board will use its best endeavor to identify a suitable candidate to fill the vacancy of independent non-executive Director as soon as possible within three months from the effective date of the retirement of Mr. Wu pursuant to Rule 3.11 of the Listing Rules. Further announcement will be made by the Company in relation to such appointment as and when appropriate.

Note:

Mr. Wu, aged 54, will be appointed as a non-executive Director with effect from the conclusion of the AGM. He graduated from the University of Hong Kong with a Bachelor's degree in social sciences in 1985. Mr. Wu has over 20 years of experience in investing and business operations in Asia. Since 2003, Mr. Wu has been a director of First Gateway Capital Limited (formerly known as First U.S. Capital Limited) which engages in early stage investment, and investment advisory services to small and medium enterprises in Asia, with a focus in transportation, resource, manufacturing, technology and telecommunication companies. From 1985 to 2002, Mr. Wu served various management positions in Hong Kong Trade Development Council, the Hong Kong office of Quanta Industries Ltd., Sino-Wood Partners, Limited and had been a director of Sino Automotive Parts Limited. Between 2003 and 2006, Mr. Wu was appointed as the Economic Advisor of Weifang Municipal Overseas Investment Promotion Bureau, Shandong Province, the PRC. Mr. Wu is an executive director and chief executive officer of Greenheart Group (Stock Code: 94), a company listed on the Main Board of the Stock Exchange and is an independent non-executive Director of the Company up to the conclusion of the AGM.

Save as disclosed above, in the three years preceding the date of his appointment, Mr. Wu did not hold any position with the Company or other members of the Group or any directorship in other listed public companies or have any other major appointments.

Mr. Wu entered into a letter of appointment with the Company on 20 May 2015 for a fixed term of three years commencing from the conclusion of the AGM, subject to retirement by rotation and re-election at annual general meetings pursuant to the articles of association of the Company. In respect of his service to the Company as non-executive Director, Mr. Wu is entitled to a Director's fee of HK$220,500 per annum. Save for the Director's fee, he is not expected to receive any other remuneration for holding his office as non-executive Director. Mr. Wu's annual emoluments as non-executive Director was determined by the Board based on the recommendation from the Remuneration Committee with reference to the Company's performance, his duties and responsibilities with the Company, and prevailing market conditions. The director's remuneration of Mr. Wu will be subject to annual review by the Remuneration Committee and the Board.

As at the date of this announcement, Mr. Wu was interested in 800,000 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) which are the shares which may be allotted and issued to him upon exercise of his share options. Such share options will be lapsed upon Mr. Wu's retirement as an independent non-executive Director of the Company. Save as disclosed above, Mr. Wu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Wu has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Wu that need to be brought to the attention of the shareholders of the Company.

By Order of the Board
Newton Resources Ltd
Cheng Kar Shun
Chairman and Non-executive Director

Hong Kong, 20 May 2015

As at the date of this announcement, the executive Directors of the Company are Mr. Li Changfa and Mr. Luk Yue Kan; the non-executive Directors of the Company are Dr. Cheng Kar Shun, Mr. Lam Wai Hon, Patrick and Mr. Cheng Chi Ming, Brian; and the independent non-executive Directors of the Company are Mr. Tsui King Fai, Mr. Lee Kwan Hung and Mr. Wu Wai Leung, Danny.