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新礦資源有限公司
NEWTON RESOURCES LTD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Newton Resources Ltd (the “Company”) will be held at Meeting Room S428 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Thursday, 19 May 2016 at 11:45 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2015.
2. To re-elect Mr. Cheng Chi Ming, Brian as a non-executive director of the Company.
3. To re-elect Mr. Tsui King Fai as an independent non-executive director of the Company.
4. To re-elect Mr. Li Changfa as an executive director of the Company.
5. To re-elect Mr. Wu Wai Leung, Danny as a non-executive director of the Company.
6. To re-elect Mr. Shin Yick, Fabian as an independent non-executive director of the Company.
7. To re-elect Mr. Hui Hon Chung as a non-executive Director of the Company.
8. To authorise the board of directors of the Company to fix the directors’ remuneration.
9. 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.

10. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

(1) **“THAT:**

- (a) subject to paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the directors of the Company (the “Directors”) to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules and regulations including but not limited to the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or that of any other stock exchange as amended from time to time;
- (b) the total nominal amount of shares of the Company to be repurchased by the Company pursuant to the mandate in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the said mandate shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

(2) **“THAT:**

- (a) subject to paragraph (c) of this resolution, a general mandate be and is hereby generally and unconditionally approved and given to the Directors during the Relevant Period (as hereinafter defined) to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the mandate in paragraph (a) of this resolution, otherwise than pursuant to:
- (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of any conversion rights attaching to any securities which are convertible into shares of the Company;
 - (iii) the exercise of the rights under any option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to Directors and/or employees of the Company and/or any of its subsidiaries of options to subscribe for, or rights to acquire, shares of the Company; or
 - (iv) any issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the articles of association of the Company from time to time,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company in issue on the date of the passing of this resolution and the said mandate shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

- (3) “**THAT** conditional upon the passing of the ordinary resolutions set out in items 10(1) and 10(2) of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 10(2) of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the mandate referred to in resolution set out in item 10(1) of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

SPECIAL RESOLUTION

11. To consider and, if thought fit, pass with or without modification the following special resolution:

- (1) “**THAT** the memorandum and articles of association of the Company (the “Memorandum and Articles”) currently in effect be amended in the following manner:

- (a) Clause 2

By deleting the existing Clause 2 of the Memorandum in its entirety and by substituting therefor the following:

“2. The Registered Office of the Company is situated at the office of Maples Corporate Services Limited at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands or at such other location as the Directors may from time to time determine.”

- (b) Article 1

By inserting the following definition immediately after the existing definition of “clearing house” in Article 1:

““close associate(s)” has the meaning attributed to it in the Listing Rules;”

By inserting the following definition immediately after the existing definition of “Companies Law” in Article 1:

““Companies Ordinance” means the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as amended from time to time;”

By inserting the following definition immediately after the existing definition of “electronic” in Article 1:

““electronic means” shall include sending or otherwise making available communication to the intended recipients in electronic format;”

By inserting the following definition immediately after the existing definition of “head office” in Article 1:

““holding company” has the meaning attributed to such term in the Companies Ordinance;”

(c) Article 43(f)

By deleting the existing Article 43(f) in its entirety and by substituting therefor the following:

“43.(f) a fee of such amount not exceeding the maximum amount as the Stock Exchange may from time to time determine to be payable (or such lesser sum as the Directors may from time to time require) is paid to the Company in respect thereof.”

(d) Article 45

By deleting the existing Article 45 in its entirety and by substituting therefor the following:

“45. Upon every transfer of shares, the certificate held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Stock Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Stock Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.”

(e) Article 46

By deleting the existing Article 46 in its entirety and by substituting therefor the following:

“46. The registration of transfers may, on 10 business days’ notice or such shorter notice in the case of a rights issue as is permitted by the Listing Rules from time to time being given by advertisement published on the Stock Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the Register closed at such times for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended or the Register closed for more than 30 days in any year (or such longer period as the Members may by Ordinary Resolution determine provided that such period shall not be extended beyond 60 days in any year).”

(f) Article 62

By deleting the existing Article 62 in its entirety and by substituting therefor the following:

- “62. Any branch register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Directors may impose) be open for inspection by a Member without charge and any other person on payment of a fee of such amount not exceeding the maximum amount as may from time to time be permitted under the Listing Rules as the Directors may determine for each inspection. Any Member may require a copy of the branch register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.”

(g) Article 69

By deleting the existing Article 69 in its entirety and by substituting therefor the following:

- “69. An annual general meeting shall be called by not less than 21 days’ (and at least 20 clear business days’) notice in writing and any other general meeting (including an extraordinary general meeting) shall be called by not less than 14 days’ (and at least 10 clear business days’) notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to consider a Special Resolution shall specify the intention to propose the resolution as a Special Resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.”

(h) Article 80

By deleting the existing Article 80 in its entirety and by substituting therefor the following:

- “80. At a general meeting of the Company, if the chairman of the Board of Directors is not present or if he declines to take the chair, the deputy chairman (if any) or vice chairman of the Board of Directors shall take the chair at the meeting. If there is no such chairman, deputy chairman or vice chairman of the Board of Directors, or if at the meeting, none of such persons is present or all such persons present decline to take the chair, the Directors present shall choose one of their number to take the chair at the meeting. If at the meeting, no Director is present, or all the Directors present decline to take the chair, or the chairman chosen shall retire from the chair, the Members present shall choose one of their number to take the chair at the meeting. For the purpose of this Article, a person shall be deemed present if he is present at the meeting within fifteen minutes after the time appointed for holding the meeting.”

(i) Article 115(1)

By deleting the existing Article 115(1) in its entirety and by substituting therefor the following:

“115.(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board of Directors approving any contract or arrangement or any other proposal in which he or any of his close associate(s) (or, if required under the Listing Rules, his other associate(s)) is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any proposal, contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (v) [INTENTIONALLY DELETED]
- (vi) any proposal or arrangement concerning the adoption, modification or operation of:
 - (a) any employees' share scheme or any share incentive or a share option scheme under which a Director or his close associate(s) may benefit; or
 - (b) a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his close associate(s) and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.”

(j) Article 120

By deleting the existing Article 120 in its entirety and by substituting therefor the following:

“120. Except as would be permitted by the Companies Ordinance if the Company were incorporated in Hong Kong and except as permitted under the Companies Law, the Company shall not directly or indirectly:

- (i) make a loan to a Director or his close associates, or a director of a holding company of the Company, or a body corporate controlled by any one or more of the Directors or the directors of any holding companies of the Company (whether jointly or severally, or directly or indirectly); or
- (ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director, or a director of a holding company of the Company, or a body corporate controlled by any one or more of the Directors or the directors of any holding companies of the Company (whether jointly or severally, or directly or indirectly).”

(k) Article 152(5)

By deleting the existing Article 152(5) in its entirety and by substituting therefor the following:

“152.(5) Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board of Directors, may, subject to the provisions of the Listing Rules, specify that the same shall be payable or distributable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall *mutatis mutandis* apply to bonuses, capitalisation issues, distributions of realised capital profits or offers or grants made by the Company to the Members.”

- (2) “**THAT** subject to the passing of the special resolution item 11(1) above in this Notice, the amended and restated Memorandum and Articles in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, which consolidates all of the proposed amendments referred to in special resolution 11(1) above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings (if any) be approved and adopted as the new Memorandum and Articles in substitution for and to the exclusion of the existing Memorandum and Articles with immediate effect.”

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

Hong Kong, 18 April 2016

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the articles of association of the Company and the poll voting results will be published on the websites of the Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the meeting or any adjournment thereof. A proxy (who must be an individual) need not be a member of the Company. 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. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he or they represent(s) as such member of the Company could exercise.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, shall 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 the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 16 May 2016 to Thursday, 19 May 2016, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the meeting, all transfers of shares of the Company accompanied by the relevant properly completed transfer forms and the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Friday, 13 May 2016.
5. An explanatory statement containing further details regarding the ordinary resolution item 10(1) above in this Notice is set out in Appendix II to the circular of the Company dated 18 April 2016.

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