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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)

**CHANGE OF DIRECTORS,
CHAIRMAN OF THE BOARD,
COMPOSITION OF THE BOARD COMMITTEES
AND
AUTHORISED REPRESENTATIVE**

The Board announces the following changes of the Company with effect from 9 April 2018:

1. Dr. Cheng has tendered his resignation as a non-executive Director and the chairman of the Board;
2. Mr. Chong has been appointed as an executive Director, the chairman of the Board, the chairman of the Investment Committee, a member of each of the Nomination Committee and the Remuneration Committee and an Authorised Representative;
3. Mr. Wu will cease to be the chairman of the Investment Committee and he has been re-designated as a member of the Investment Committee;
4. Mr. Li Changfa will cease to be an Authorised Representative; and
5. Mr. Lee Kwan Hung will cease to be a member of the Audit Committee and Mr. Wu has been appointed as a member of the Audit Committee.

The board (the “**Board**”) of directors (the “**Directors**”) of Newton Resources Ltd (the “**Company**” together with its subsidiaries, the “**Group**”) announces the following changes of the Company:

RESIGNATION OF NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE BOARD

Dr. Cheng Kar Shun (“**Dr. Cheng**”) has tendered his resignation as a non-executive Director and the chairman of the Board with effect from 9 April 2018 due to his decision to devote more time to his other commitments.

Dr. Cheng confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Dr. Cheng for his invaluable contributions to the Group and leadership to the Board during his tenure of service and wish him every success in his future endeavours.

APPOINTMENT OF EXECUTIVE DIRECTOR, CHAIRMAN OF THE BOARD, CHAIRMAN OF INVESTMENT COMMITTEE AND MEMBER OF EACH OF NOMINATION COMMITTEE AND REMUNERATION COMMITTEE

Mr. Chong Tin Lung, Benny (“**Mr. Chong**”), aged 45, has been appointed as an executive Director, the chairman of the Board, the chairman of the investment committee (the “**Investment Committee**”) and a member of each of the nomination committee (the “**Nomination Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company with effect from 9 April 2018.

Mr. Chong is currently an executive director, the executive chairman and the chief executive officer of Auto Italia Holdings Limited (stock code: 720).

Mr. Chong is the founder of VMS Group and has served as its chairman since its establishment in 2006. He is also a director of VMS Investment Group Limited, VMS Holdings Limited and Master Competent Limited, all of which are substantial shareholders of the Company (within the meaning under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”)) as at the date of this announcement. Mr. Chong has accumulated over 21 years of experience in the financial and investment industry. VMS Group is principally engaged in proprietary investments, private equity, asset management, securities brokerage and corporate finance advisory services.

Mr. Chong is a Chartered Financial Analyst. He obtained a Bachelor of Commerce from the University of Toronto in 1994 and a Master of Science in Investment Management from the Hong Kong University of Science and Technology in 2000.

Mr. Chong is the son of Ms. Mak Siu Hang, Viola, who is a substantial shareholder of the Company (within the meaning under Part XV of the SFO) as at the date of this announcement.

Mr. Chong was reprimanded by the Securities and Futures Commission of Hong Kong for misconduct in 2003, as an ex-securities dealer’s representative, among other things, for giving an impression to a person that he would help that person to manipulate the shares of a company listed on the Stock Exchange. No prosecution has been brought against Mr. Chong in this incident. The above incident has been drawn to the attention of the Board. Having considered that (i) Mr. Chong has extensive experience in the financial sector through his position in the VMS Group which will enable him to make valuable contribution to the Group’s future strategic development; (ii) the above incident occurred over a decade ago and no further action has been taken against Mr. Chong other than the above incident; and (iii) Mr. Chong is able to demonstrate a standard of competence commensurate with his position as an executive Director and the chairman of the Board given that he has founded and built up the VMS Group, the Board is satisfied that Mr. Chong has demonstrated the requisite character, experience and integrity to take up the positions of an executive Director and the chairman of the Board.

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

Mr. Chong entered into a service agreement (the “**Service Agreement**”) with the Company on 27 March 2018 in relation to his appointment as an executive Director and the chairman of the Board for a fixed term of three years commencing from 9 April 2018, subject to retirement by rotation and re-election at annual general meetings pursuant to the articles of association of the Company, and subject to termination thereof by service of not less than three months’ notice by either party. Pursuant to the Service Agreement, Mr. Chong will be entitled to a remuneration of HK\$150,000 per month and a discretionary bonus in respect of his service as an executive Director and the chairman of the Board. Save for the above remuneration and discretionary bonus, he is not expected to receive any other remuneration for holding his office as an executive Director. Mr. Chong’s annual emoluments as executive Director and the chairman of the Board 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 the prevailing market conditions. The Director’s remuneration of Mr. Chong will be subject to annual review by the Remuneration Committee and the Board with the authorisation granted by the Shareholders at an annual general meeting of the Company.

As at the date of this announcement, Mr. Chong does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; save as disclosed above, Mr. Chong does not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

Save as disclosed above, there is no information in relation to Mr. Chong that is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange, and there is no other matter in relation to Mr. Chong’s appointment that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to express its warmest welcome to Mr. Chong for joining the Board.

CHANGE OF COMPOSITION OF THE INVESTMENT COMMITTEE

Following the appointment of Mr. Chong as the chairman of the Investment Committee, Mr. Wu Wai Leung, Danny (“**Mr. Wu**”), a non-executive Director, will cease to be the chairman of the Investment Committee and he has been re-designated as a member of the Investment Committee with effect from 9 April 2018.

CHANGE OF AUTHORISED REPRESENTATIVE

Following his appointment as an executive Director, Mr. Chong will be appointed as one of the authorised representatives of the Company under Rule 3.05 of the Listing Rules (the “**Authorised Representative(s)**”), while Mr. Li Changfa, an executive Director and the chief operating officer of the Company, will cease to be an Authorised Representative, both becoming effective from 9 April 2018.

CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE

Mr. Lee Kwan Hung, an independent non-executive Director, has decided to focus more time on his roles and responsibilities as the chairman of each of the Nomination Committee and Remuneration Committee and his other commitments, and has tendered his resignation as a member of the audit committee of the Company (the “**Audit Committee**”) with effect from 9 April 2018. To fill the vacancy so arisen, Mr. Wu has been appointed as a member of the Audit Committee with effect from 9 April 2018.

By Order of the Board
Newton Resources Ltd
Wu Wai Leung, Danny
Non-executive Director

Hong Kong, 27 March 2018

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 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.