THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Newton Resources Ltd, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 10 June 2026 at 11:45 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed with this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.newton-resources.com).

If you are not able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. at or before 11:45 a.m. on Monday, 8 June 2026 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and, in such event, the form of proxy shall be deemed to be revoked. For the avoidance of doubt and for the purposes of the Listing Rules, holders of Treasury Shares (if any) shall abstain from voting at the Annual General Meeting.

27 April 2026

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In this circular, unless the context requires otherwise, the following expressions shall have the meanings set out below:

"2025 AGM"	the annual general meeting of the Company held on 12 June 2025
"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 10 June 2026 at 11:45 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM which is set out on pages 21 to 25 of this circular, or any adjournment thereof
"Amendments"	the amendments and restatements of the Articles of Association as set out in Appendix III to this circular
"Articles" or "Articles of Association"	the articles of association of the Company, as amended from time to time
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"close associates"	has the meaning ascribed thereto under the Listing Rules
"Company"	Newton Resources Ltd, a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the Main Board
"Controlling Shareholder"	has the meaning ascribed thereto under the Listing Rules
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries collectively
"HK$"	Hong Kong dollar
"Investment Committee"	the investment committee of the Company
"Latest Practicable Date"	21 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Main Board"	the Main Board of the Stock Exchange
"Memorandum"	the memorandum of association of the Company, as amended from time to time
"New Memorandum and Articles"	the amended and restated memorandum and articles of association of the Company incorporating and consolidating all the proposed Amendments
"Nomination Committee"	the nomination committee of the Company
"Remuneration Committee"	the remuneration committee of the Company
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Shares(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company
"Share Issuance Mandate"	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue or deal with the Shares (including any sale or transfer of Treasury Shares) during the period and in the manner specified in ordinary resolution 7(2) as set out in the notice of the AGM not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing such proposed ordinary resolution
"Share Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase the Shares during the period and in the manner specified in ordinary resolution 7(1) as set out in the notice of the AGM not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing such proposed ordinary resolution
"Shareholder(s)"	holder(s) of issued Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Substantial Shareholder"	has the meaning ascribed thereto under the Listing Rules
"Takeovers Code"	the Code on Takeovers and Mergers
"Treasury Shares"	has the meaning ascribed thereto under the Listing Rules
"%"	per cent

新礦資源有限公司
NEWTON RESOURCES LTD

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

Executive Directors:
Mr. Chong Tin Lung, Benny *(Chairman)*
Mr. Lam Chun Kit

Non-Executive Director:
Mr. Chen Hongyuan

Independent Non-executive Directors:
Mr. Tsui King Fai
Mr. Lee Kwan Hung, Eddie
Ms. Hang Qingli

Registered Office:
P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal Place of Business in Hong Kong:
Units 4204-05, 42/F,
Dah Sing Financial Centre,
248 Queen's Road East,
Wan Chai, Hong Kong

27 April 2026

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the AGM for (i) the re-election of the Directors; (ii) the granting of the Share Repurchase Mandate and the Share Issuance Mandate to repurchase Shares and allot, issue and deal with Shares respectively; and (iii) the Amendments and adoption of the New Memorandum and Articles incorporating and consolidating all the proposed Amendments as set out in Appendix III to this circular, and to give you notice of the AGM.

RE-ELECTION OF DIRECTORS

In accordance with articles 106(1) and 106(2) of the Articles of Association, Mr. Chen Hongyuan, ("**Mr. Chen**"), being a non-executive Director, and Mr. Lee Kwan Hung, Eddie ("**Mr. Lee**"), being an independent non-executive Director, shall retire from their office by rotation at the AGM. In addition, pursuant to article 101(3) of the Articles of Association, Mr. Lam Chun Kit ("**Mr. Lam**"), who has been appointed by the Board as an executive Director with effect from 1 July 2025, shall hold office only until the AGM. Each of the above retiring Directors, being eligible, shall offer themselves for re-election as a Director at the AGM.

Mr. Lee was appointed as an independent non-executive Director on 15 December 2010 and has served the Company for more than nine years. Pursuant to the code provision B.2.3 in part 2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, the re-election of Mr. Lee as an independent non-executive Director will be subject to a separate resolution to be approved by the Shareholders at the AGM.

The Nomination Committee has reviewed the structure, size and composition of the Board and assessed the qualifications, skills, experience, time commitment, contributions of the retiring Directors and the independence of relevant independent non-executive Directors with reference to the Company's Board diversity policy (the "**Board Diversity Policy**"), the nomination policy for Directors of the Company (the "**Nomination Policy**") as well as the Company's corporate strategy. In considering the re-election of Mr. Lee, the Nomination Committee has reviewed his contributions and services to the Company, his expertise, professional qualifications, written confirmation of independence and other relevant circumstances to determine whether he satisfies the criteria under the Nomination Policy.

Mr. Lee has not engaged in any executive nor management role within the Group, the Nomination Committee is of the view that Mr. Lee remains independent and that the continuous directorship of Mr. Lee, as a practising solicitor with extensive expertise and experience in the legal field, can keep bringing valuable contributions to the Board and its diversity.

The Company has received annual confirmation from Mr. Lee confirming his independence with reference to the independence guidelines set out in rule 3.13 of the Listing Rules. In assessing his independence, the Nomination Committee also noted that he (i) is not connected with any Directors, senior management or Substantial Shareholders or Controlling Shareholders of the Company; (ii) is not involved in any relationships or circumstances which would interfere with the exercise of independent judgement as an independent non-executive Director; and (iii) has been providing objective and independent views to the Company as mentioned above during his tenure of office. In addition, there is no evidence that the long tenure of service with the Company has had any impact on the independence of Mr. Lee as an independent non-executive Director.

Having taken into account the criteria set out in the Nomination Policy and the measurable objectives set out in the Board Diversity Policy, the Nomination Committee was satisfied and recommended the re-election of all retiring Directors to the Board.

On 27 March 2026, the Board considered and accepted the recommendations of the Nomination Committee relating to the re-election of the retiring Directors standing for re-election at the AGM.

Mr. Lee, who is a Director and the chairman of the Nomination Committee, had abstained from voting on the resolution approving the recommendation on his own re-election as a Director in the relevant Nomination Committee meeting and Board meeting.

Details of the Directors who are standing for re-election at the AGM are set out in Appendix I to this circular.

GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

At the 2025 AGM, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and issue new Shares respectively. Such mandates, to the extent not used by the date of AGM, will lapse at the conclusion of the AGM. In order to give the Directors the flexibility and discretion to exercise the powers of the Company to repurchase Shares and to issue new Shares (including any sale or transfer of Treasury Shares) if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve:

(a) the granting of the proposed Share Repurchase Mandate to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing the proposed ordinary resolution contained in item 7(1) of the notice of the AGM as set out on pages 21 to 25 of this circular, being a maximum of 400,000,000 Shares on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date up to the date of the AGM;

(b) the granting of the proposed Share Issuance Mandate to the Directors to exercise the power of the Company to allot, issue or deal with new Shares (including any sale or transfer of Treasury Shares) not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing the proposed ordinary resolution contained in item 7(2) of the notice of the AGM as set out on pages 21 to 25 of this circular, being a maximum of 800,000,000 Shares on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date up to the date of the AGM; and

(c) the extension of the Share Issuance Mandate such that the number of the Shares repurchased by the Company pursuant to the Share Repurchase Mandate as mentioned in item 7(1) of the notice of the AGM will also be added to the Share Issuance Mandate as mentioned in item 7(2) of the notice of the AGM.

With reference to the Share Repurchase Mandate and the Share Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares (including any sale or transfer of Treasury Shares) pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

PROPOSED AMENDMENTS AND ADOPTION OF NEW MEMORANDUM AND ARTICLES

Pursuant to the Consultation Conclusions on Proposals to Further Expand the Paperless Listing Regime and Other Rule Amendments published by the Stock Exchange in January 2025, which requires, among others, the listed issuers to ensure their constitutional documents enable them to hold hybrid meetings (i.e. general meeting that allows physical and virtual attendance by securities holders) and allow voting by securities holders at general meetings via electronic means. As such, the Board proposes the Amendments to bring the Articles of Association in line with amendments made to the Listing Rules and applicable laws of the Cayman Islands. Details of the proposed Amendments are set out in Appendix III to this circular.

The Company has been advised by its legal advisers that the proposed Amendments conform to the requirements of the Listing Rules and do not contravene the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the proposed Amendments to the Articles of Association for a company listed on the Stock Exchange.

A special resolution will be proposed at the Annual General Meeting for the Shareholders to, among others, consider and, if thought fit, approve the proposed Amendments and adoption of the New Memorandum and Articles. The New Memorandum and Articles will come into effect on the date on which the special resolution is duly passed at the Annual General Meeting.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 21 to 25 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of the Shareholders at a general meeting must, subject to certain exceptions, be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.newton-resources.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (i.e. at or before 11:45 a.m. on Monday, 8 June 2026 (Hong Kong time)) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish and, in such event, your form of proxy shall be deemed to be revoked. For the avoidance of doubt and for the purposes of the Listing Rules, holders of Treasury Shares (if any) shall abstain from voting at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the proposals for (i) the re-election of the Directors; (ii) the granting of the Share Repurchase Mandate and Share Issuance Mandate to repurchase Shares and to issue new Shares (including any sale or transfer of Treasury Shares) and the extension of the Share Issuance Mandate; and (iii) the Amendments and the adoption of New Memorandum and Articles are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders is required to abstain from voting on the resolutions to be proposed at the AGM.

Your attention is also drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Newton Resources Ltd
Chong Tin Lung, Benny
Chairman and Executive Director

Mr. Lam Chun Kit, aged 52, was appointed as an executive Director, finance Director and Company Secretary of the Company (the "**Company Secretary**") on 1 July 2025. He is also a director and company secretary of subsidiaries of the Company.

He oversees the business, treasury management, financial reporting, company secretarial, human resources, risk management, mergers and acquisitions and investor relations matters of the Company. Mr. Lam has extensive experience in finance and accounting, treasury, tax and corporate governance. He is currently a non-executive director of ISP Holdings Limited (stock code: 2340), a company listed on the Main Board.

Mr. Lam holds a Bachelor's degree of Arts in Accountancy from the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Lam did not hold any position with the Company or other members of the Group, any directorship in other publicly listed companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date, or any other major appointment or professional qualification.

Mr. Lam entered into a service agreement with the Company for a fixed term of three years commencing from 1 July 2025, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles, and his service agreement is terminable by service of not less than three months' notice by either party. Mr. Lam is entitled to a remuneration of HK$170,000 per month and a discretionary bonus in respect of his service to the Company as an executive Director, finance Director and Company Secretary pursuant to his service agreement. Save for the above remuneration and discretionary bonus, he is not expected to receive any other remuneration for holding the aforesaid positions. Mr. Lam's annual emoluments as an executive Director, finance Director and Company Secretary were 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, his time commitment and contributions to the Company and the prevailing market conditions. For the financial year ended 31 December 2025, his emoluments comprised salaries and contribution to mandatory provident fund of approximately HK$1,027,500 in aggregate.

As at the Latest Practicable Date, Mr. Lam does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Lam does not have any relationship with any other Directors, senior management, Substantial Shareholder or Controlling Shareholder of the Company.

Save as disclosed above, there is no information in relation to the proposed re-election of Mr. Lam that is required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules and there is no other matter in relation to Mr. Lam that needs to be brought to the attention of the Shareholders.

Mr. Chen Hongyuan, aged 46, was appointed as a non-executive Director of the Company on 27 October 2023 and as a member of the Investment Committee on 22 November 2023. He is currently the general manager of the corporate finance department of Shougang Holding (Hong Kong) Limited ("**Shougang Hong Kong**").

From July 2016 to March 2022, Mr. Chen served as a senior vice president and a deputy general manager of the corporate finance department in Beijing Shougang Fund Co., Ltd. ("**Shougang Fund**"). Concurrently, he had also been designated as the financial controller of each of Beijing-Hebei Co-development Exhibition Zone (Tangshan) Fund Management Co., Ltd. (now known as Shoucheng Rongshi (Beijing) Fund Management Co., Ltd.) and Beijing Vstartup Investment Development Co., Ltd. (now known as Beijing Vstartup Co., Ltd.). Both Shougang Fund and Shougang Hong Kong are wholly-owned subsidiaries of Shougang Group Co., Ltd., which is a Substantial Shareholder of the Company.

Mr. Chen graduated from the University of Science and Technology Beijing with a bachelor's degree in Accounting. He has extensive experience and knowledge in the field of financial management and capital market.

Save as disclosed above, Mr. Chen did not hold any position with the Company or other members of the Group, any directorship in other publicly listed companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date, or any other major appointment or professional qualification.

Mr. Chen entered into a letter of appointment with the Company for a term of three years commencing from 27 October 2023, subject to retirement by rotation and re-election at the annual general meetings pursuant to the Articles, and his letter of appointment is terminable by service of not less than three months' notice by either party. Mr. Chen has voluntarily agreed not to receive any emoluments from the Company. Therefore, he did not receive any emoluments for the financial year ended 31 December 2025. Pursuant to his letter of appointment, Mr. Chen is not entitled to any director's fee, salary or management bonus for holding his office as a non-executive Director.

As at the Latest Practicable Date, Mr. Chen does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Chen does not have any relationship with any other Directors, senior management, Substantial Shareholder or Controlling Shareholder of the Company.

Save as disclosed above, there is no information in relation to the proposed re-election of Mr. Chen that is required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules and there is no other matter in relation to Mr. Chen that needs to be brought to the attention of the Shareholders.

Mr. Lee Kwan Hung, Eddie, aged 60, was appointed as an independent non-executive Director on 15 December 2010 and is the chairman of each of the Remuneration Committee and the Nomination Committee and a member of the Audit Committee. Currently, he is a consultant of Howse Williams.

Mr. Lee currently also holds positions in the following companies listed on the Main Board:

Name of company	Title
Embry Holdings Limited (stock code: 1388)	Independent non-executive director
Tenfu (Cayman) Holdings Company Limited (stock code: 6868)	Independent non-executive director
FSE Lifestyle Services Limited (stock Code: 331)	Independent non-executive director
Ten Pao Group Holdings Limited (stock Code: 1979)	Independent non-executive director

Moreover, Mr. Lee was an independent non-executive director of Red Star Macalline Group Corporation Ltd. (stock code:1528) up to his resignation on 15 August 2023. He retired as an independent non-executive director of NetDragon Websoft Holdings Limited (stock code: 777) on 5 June 2025.

Mr. Lee holds a Bachelor of Laws (Honours) degree and Postgraduate Certificate in Laws from the University of Hong Kong. He was admitted as a solicitor in Hong Kong and the United Kingdom and is a practising lawyer. Between 1993 and 1994, Mr. Lee was a senior manager in the Listing Division of the Stock Exchange. Mr. Lee was a partner of Woo Kwan Lee & Lo between 2001 and 2011.

Save as disclosed above, Mr. Lee did not hold any position with the Company or other members of the Group, any directorship in other publicly listed companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date, or any other major appointment or professional qualification.

Mr. Lee entered into a letter of appointment with the Company for a fixed term of three years commencing from 4 July 2023, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles, and his letter of appointment is terminable by service of not less than three months' notice by either party. In respect of his service to the Company as an independent non-executive Director, Mr. Lee is entitled to a Director's fee of HK$300,000 per annum pursuant to his letter of appointment. Save for the Director's fee, he is not expected to receive any other remuneration for holding his office as an independent non-executive Director. Mr. Lee's annual emoluments as an independent non-executive Director were 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. For the financial year ended 31 December 2025, his emoluments comprised a Director's fee of HK$300,000.

As at the Latest Practicable Date, Mr. Lee does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Lee does not have any relationship with any other Directors, senior management, Substantial Shareholder or Controlling Shareholder of the Company.

Save as disclosed above, there is no information in relation to the proposed re-election of Mr. Lee that is required to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules and there is no other matter in relation to Mr. Lee that needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares of the Company comprised 4,000,000,000 Shares and the Company did not hold any Treasury Shares.

Subject to the passing of the ordinary resolution granting the proposed Share Repurchase Mandate as set out in item 7(1) of the notice of the AGM and on the basis that no further Shares are issued or repurchased during the period from the Latest Practicable Date up to the date of the AGM, the Directors would be authorised to exercise the power of the Company under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, up to a maximum of 400,000,000 Shares, representing 10% of the total number of issued Shares (excluding Treasury Shares, if any) of the Company as at the date of the AGM.

2. REASONS FOR REPURCHASE

Under the Listing Rules, the Company may either (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made.

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Repurchases for cancellation of Shares may, depending on the market conditions and funding arrangements at the relevant time, result in an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, Memorandum and Articles of Association, and the applicable laws of Cayman Islands. Share repurchase will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

For any Treasury Shares of the Company deposited with Central Clearing and Settlement System ("**CCASS**") pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the following interim measures: -

(i) procuring its broker not to give an instruction to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS;

(ii) in the case of dividends or distributions (if any and where applicable), withdrawing the Treasury Shares from CCASS, and either re-registering them in its own name as Treasury Shares or cancel them, in each case before the relevant record date for the dividend or distributions; and

(iii) taking any other appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

3. FUNDING OF REPURCHASE

Repurchases of Shares pursuant to the proposed Share Repurchase Mandate would be financed out of funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Repurchases will be funded by the Company's available cash flow or working capital facilities.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the financial position disclosed in the latest audited accounts contained in the annual report of the Company for the year ended 31 December 2025) if the Share Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent and in circumstances that would have a material adverse impact on the working capital or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices per Share at which Shares traded on the Stock Exchange during each of the previous 12 months, and up to the Latest Practicable Date, rounded to two decimal places, were as follows:

Month	Highest Price *HK$*	Lowest Price *HK$*
2025		
April	0.28	0.23
May	0.28	0.22
June	0.23	0.20
July	0.26	0.22
August	0.24	0.20
September	0.31	0.19
October	0.60	0.25
November	0.39	0.23
December	0.35	0.30
2026		
January	0.36	0.30
February	0.39	0.29
March	0.40	0.29
April (up to the Latest Practicable Date)	0.33	0.30

6. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, if the Share Repurchase Mandate is exercised in full and assuming that (i) there would not be any changes in the issued share capital of the Company prior to such repurchase of Shares; and (ii) each of the Shareholders below would not dispose of or acquire any Shares prior to such repurchase, the shareholding percentage of the Shareholders, who, so far as is known to the Directors, before such repurchase had and/or would after such repurchase have an interest in 10% or more of the total number of issued Shares of the Company would be as follows:

Name of Shareholder	Number of Shares held	Percentage of shareholdings before exercise of Share Repurchase Mandate	Percentage of shareholding if Share Repurchase Mandate is exercised in full
Mr. Chong Tin Lung, Benny ("Mr. Chong")*(1)*	1,149,744,000	28.74%	31.94%
VMSIG*(1)*	1,149,744,000	28.74%	31.94%
Fast Fortune Holdings Limited ("Fast Fortune")*(1)*	360,000,000	9.00%	10.00%
Shougang Group Co., Ltd.*(2)*	1,098,570,000	27.46%	30.52%
Shougang Holding (Hong Kong) Limited ("Shougang Hong Kong")*(2)*	1,098,570,000	27.46%	30.52%
Lord Fortune Enterprises Limited ("Lord Fortune")*(2)*	370,000,000	9.25%	10.28%
Plus All Holdings Limited ("Plus All")*(2)*	728,570,000	18.21%	20.24%
Cheng Yu Tung Family (Holdings) Limited*(3)*	620,000,000	15.50%	17.22%
Cheng Yu Tung Family (Holdings II) Limited*(4)*	620,000,000	15.50%	17.22%
Chow Tai Fook Capital Limited ("CTF Capital")*(5)*	620,000,000	15.50%	17.22%
Chow Tai Fook (Holding) Limited ("CTF Holding")*(6)*	620,000,000	15.50%	17.22%
Chow Tai Fook Enterprises Limited ("CTF Enterprises")*(6)*	620,000,000	15.50%	17.22%
Century Acquisition Limited ("Century Acquisition")*(7)*	620,000,000	15.50%	17.22%
CTF Services Limited ("CTF Services")*(8)*	620,000,000	15.50%	17.22%
NWS Resources Limited ("NWS Resources")*(8)*	620,000,000	15.50%	17.22%
NWS Mining Limited ("NWS Mining")*(8)*	620,000,000	15.50%	17.22%
Modern Global Holdings Limited ("Modern Global")*(8)*	620,000,000	15.50%	17.22%
Perfect Move Limited ("Perfect Move")*(8)*	620,000,000	15.50%	17.22%
Faithful Boom Investments Limited ("Faithful Boom")*(8)*	620,000,000	15.50%	17.22%

Notes:

(1) As at the Latest Practicable Date, Mr. Chong held a 100% direct interest in VMSIG and Fast Fortune was a wholly-owned subsidiary of VMSIG. VMSIG and Fast Fortune held 789,744,000 Shares and 360,000,000 Shares as beneficial owners, respectively. Therefore, as at the Latest Practicable Date, Mr. Chong was deemed to be interested in all the Shares held by each of VMSIG and Fast Fortune, and VMSIG was deemed to be interested in all the Shares held by Fast Fortune.

(2) Shougang Group Co., Ltd. held a 100% direct interest in Shougang Hong Kong. Lord Fortune and Plus All were wholly-owned subsidiaries of Shougang Hong Kong. Therefore, Shougang Group Co., Ltd. and Shougang Hong Kong were both deemed to be interested in all the Shares held by Lord Fortune and Plus All.

(3) Cheng Yu Tung Family (Holdings) Limited held approximately 48.98% direct interest in CTF Capital and was accordingly deemed to have an interest in the Shares deemed to be interested by CTF Capital.

(4) Cheng Yu Tung Family (Holdings II) Limited held approximately 46.65% direct interest in CTF Capital and was accordingly deemed to have an interest in the Shares deemed to be interested by CTF Capital.

(5) CTF Capital held approximately 90.52% direct interest in CTF Holding and was accordingly deemed to have an interest in the Shares deemed to be interested by CTF Holding.

(6) CTF Holding held a 100% direct interest in CTF Enterprises which held a 100% direct interest in Century Acquisition. Therefore, CTF Holding and CTF Enterprises were accordingly deemed to have an interest in the Shares deemed to be interested by Century Acquisition.

(7) Century Acquisition held more than 70% direct interest in CTF Services and was accordingly deemed to have an interest in the Shares interested by or deemed to be interested by CTF Services.

(8) CTF Services held a 100% direct interest in NWS Resources, which held a 100% direct interest in NWS Mining. NWS Mining held a 100% interest in Modern Global, which held a 100% direct interest in Perfect Move. Faithful Boom was a wholly-owned subsidiary of Perfect Move. Therefore, CTF Services, NWS Resources, NWS Mining, Modern Global and Perfect Move were all deemed to be interested in all the Shares held by Faithful Boom.

In the event that the Share Repurchase Mandate is exercised in full and assuming that no Shares are issued or repurchased between the Latest Practicable Date and the date of repurchase and no Shares are disposed of or acquired by these Shareholders as aforesaid, the shareholding of these Shareholders in the Company would be increased to approximately the respective percentage as shown in the last column of the table above. Such increases could give rise to an obligation by Mr. Chong, VMSIG, Shougang Group Co., Ltd. and Shougang Hong Kong to make a mandatory offer for all the issued Shares under rules 26 and 32 of the Takeovers Code. The Directors will not exercise the Share Repurchase Mandate to such an extent that would give rise to such obligation, or reduce the amount of Shares held by the public (as defined in the Listing Rules) to less than 25% of the total number of issued Shares.

7. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months immediately prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

8. STATEMENT BY THE DIRECTORS

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Listing Rules provide that the shares repurchased by a company shall be held as treasury shares or cancelled. The listing of all Shares which are held as Treasury Shares shall be retained. The Company shall ensure that Treasury Shares are appropriately identified and segregated. The listing of all Shares bought back but not held as Treasury Shares shall be automatically cancelled and the certificates for these Shares must be cancelled and destroyed.

The Directors have confirmed that (i) they will exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and in accordance with the regulations set out in the Memorandum and Articles of Association; and (ii) neither this explanatory statement nor the proposed Share repurchase has any unusual features.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(1) By adding the following definition of "Communication Facilities" immediately after the definition of "close associate(s)" in article 1:

""Communication Facilities" means video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other and all Members' rights to speak and vote at the meeting are maintained;"

(2) By deleting the words "(As Revised) of the Cayman Islands" in the definition of "electronic" in article 1

(3) By adding the following definition of "Electronic Transactions Act" immediately after the definition of "Electronic Signature" in article 1:

""Electronic Transactions Act" means the Electronic Transactions Act (As Revised) of the Cayman Islands;"

(4) By updating the definition of Memorandum of Association" in article 1 as follows:

""Memorandum of Association" means the memorandum of association of the Company, as amended and restated from time to time;"

(5) By adding the following two definitions of "Person" and "Present" immediately after the definition of "paid up" in article 1:

""Person" means any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;"

""Present" means in respect of any Person, such Person's presence at a general meeting of Members, which may be satisfied by means of such Person or, in respect of a corporation or other non-natural Person, its duly authorised representative (or, in the case of any Member, a proxy which has been validly appointed by such Member in accordance with the Articles), being:

(a) physically present at the meeting; or

(b) in the case of any meeting at which Communication Facilities are permitted in accordance with the Articles, connected by means of the use of such Communication Facilities;"

(6) By deleting the definition of "signed" in article 1 in its entirety and replacing it with the following:

""signed" means a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;"

(7) By deleting article 2(f) in its entirety and replacing it with the following:

(f) references to a document being executed include references to it being executed under hand or under seal or by Electronic Signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;

(8) By replacing the word "present" with the word "Present" in articles 12, 77, 80, 81 and 89 accordingly

(9) By deleting article 50(1) in its entirety and replacing it with the following:

(1) Without prejudice to the rights of the Company under paragraph (2) of this Article, the Company may cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending wire transfers or cheques for dividend entitlements or dividend warrants after the first occasion on which such a wire transfer, cheque or warrant is returned undelivered.

(10) By adding the following as new article 68(A):

"68A. The Directors may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that Members and other participants may attend, participate, speak and vote at such general meetings by means of such Communication Facilities."

(11) By adding the following as new article 72(A):

"72A. The notice of any general meeting at which Communication Facilities will be utilised shall specify the Communication Facilities that will be utilised, including the procedures to be followed by any Member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating, speaking and voting at such meeting."

(12) By deleting article 76 in its entirety and replacing it with the following:

"76. No business shall be transacted at any general meeting unless a quorum of Members is Present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, two Members entitled to vote and Present shall be a quorum."

(13) By deleting article 78 in its entirety and replacing it with the following:

"78. The chairman of any general meeting shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the chairman, in which event:

(a) the chairman shall be deemed to be Present at the meeting; and

(b) if the Communication Facilities are interrupted or fail for any reason to enable the chairman to hear and be heard by all other Persons attending and participating at the meeting, then the Directors Present at the meeting shall choose another Director Present to act as chairman of the meeting for the remainder of the meeting; provided that if (i) no other Director is Present at the meeting, or (ii) all the Directors Present decline to take the chair, the meeting shall be automatically adjourned to the same day in the next week and at such time and place as shall be decided by the Directors."

(14) By deleting article 83 in its entirety and replacing it with the following:

"83. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting (a) every Member Present shall have the right to speak, (b) on a show of hands, every member Present shall have one vote, and (c) on a poll every Member Present shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. At any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll, save and except such resolution as is permitted under the Listing Rules to be voted on by a show of hands."

(15) By adding the words "(including by electronic means)" immediately after the words "in such manner" in article 85

(16) By deleting article 93 in its entirety and replacing it with the following:

"93. Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy (who must be an individual) need not be a Member. 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 who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise."

(17) By adding the words "or in such other manner (including electronic means)" immediately before the words "as may be specified" in articles 95 and 97

(18) By deleting article 96 in its entirety and replacing it with the following:

"96. Instruments of proxy shall be in any common form or in such other form as the Board of Directors may approve (provided that shall not preclude the use of the two-way form) and the Board of Directors may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any resolution in relation to which no voting indication is given by the appointing Member in the instrument of proxy and on any amendment of a resolution put to the meeting for which the instrument of proxy is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates."

(19) By deleting the word "he" in article 129(c)

(20) By deleting article 149 in its entirety and replacing it with the following:

"149. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post addressed to the holder at this registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk. The Company shall not be responsible for any loss in transmission, and the payment by any such wire transfer or of such cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders."

(21) By deleting article 171 in its entirety and leaving it as "[INTENTIONALLY DELETED]".

(22) By adding the word "Stock" immediately before the words "Exchange's website" in article 172(d)

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 a physical Annual General Meeting (the "**Meeting**") of Newton Resources Ltd (the "**Company**") will be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 10 June 2026 at 11:45 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditor for the year ended 31 December 2025.

2. To re-elect Mr. Lam Chun Kit as an executive director of the Company.

3. To re-elect Mr. Chen Hongyuan as a non-executive director of the Company.

4. To re-elect Mr. Lee Kwan Hung, Eddie as an independent non-executive director of the Company.

5. To authorise the board of directors of the Company to fix the directors' remuneration.

6. To re-appoint Messrs. Ernst & Young as the auditor of the Company and to authorise the board of directors of the Company to fix the auditor's remuneration.

7. To consider as specific business and, if thought fit, pass with or without amendment(s), 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 and to determine whether such shares repurchased shall be held as treasury shares (which shall have the meaning ascribed to it under the Listing Rules) (the "**Treasury Shares**") by the Company or otherwise be cancelled 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 (the "**Listing Rules**") or that of any other stock exchange as amended from time to time;

(b) the total number 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 total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of 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 (including any sale or transfer of Treasury 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 number of share allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued (including any sale or transfer of Treasury Shares) 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 total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of 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 7(1) and 7(2) of the notice convening this Meeting (the "**Notice**"), the general mandate referred to in the ordinary resolution set out in item 7(2) of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (or sold or transferred out of treasury) by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares of the Company repurchased by the Company pursuant to the mandate referred to in the ordinary resolution set out in item 7(1) of the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of the ordinary resolution set out in item 7(1)."

SPECIAL RESOLUTION

8. To consider as special business and, if thought fit, pass the following as special resolution:

"**THAT** the articles of association of the Company be amended in the manner as set out in the circular of the Company dated 27 April 2026 (the "**Circular**") and the amended and restated memorandum and articles of association of the Company (the "**New Memorandum and Articles**") in the form produced to the meeting marked "A" and for the purpose of identification initialed by the chairman of this Meeting, which incorporates and consolidates all the proposed amendments to the existing articles of association of the Company as set forth in Appendix III to the Circular (the "**Proposed Amendments**"), be and are hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of this Meeting and that any Director or the company secretary of the Company be and is hereby authorised to do all such acts and things, sign any documents and execute such documents as a deed, where applicable, and take all other steps which any of them shall, in his/her absolute discretion, deem necessary, appropriate, desirable or expedient to give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles, including but not limited to, attending to any necessary registration and/or filing of the New Memorandum and Articles and all requisite documents for and on behalf of the Company.

By Order of the Board
Newton Resources Ltd
Chong Tin Lung, Benny
Chairman and Executive Director

Hong Kong, 27 April 2026

As at the date of this announcement, the executive Directors are Mr. Chong Tin Lung, Benny and Mr. Lam Chun Kit; the non-executive Director is Mr. Chen Hongyuan; and the independent non-executive Directors are Mr. Tsui King Fai, Mr. Lee Kwan Hung, Eddie and Ms. Hang Qingli.

Notes:

1. All resolutions at the Meeting will be taken by poll pursuant to the Listing Rules and the articles of association of the Company and the poll voting results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.newton-resources.com) in accordance with the Listing Rules.

2. Any member of the Company entitled to attend and vote at the Meeting or any adjournment thereof is entitled to appoint another person as his/her/its proxy to attend and vote on behalf 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 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e. at or before 11:45 a.m. on Monday, 8 June 2026 (Hong Kong time)) 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 Friday, 5 June 2026 to Wednesday, 10 June 2026, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 4 June 2026.

5. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the Meeting, the Meeting will be postponed or adjourned. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.newton-resources.com) to notify shareholders of the date, time and place of the rescheduled Meeting.

   The Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situation.