Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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

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.

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.