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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)

**ANNOUNCEMENT PURSUANT TO
RULES 13.51B(2), 13.51(2)(H) AND 13.51(2)(N)(IV) OF
THE LISTING RULES**

This announcement is made by Newton Resources Ltd (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to rules 13.51B(2), 13.51(2)(h) and 13.51(2)(n)(iv) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to Mr. Tsui King Fai (“**Mr. Tsui**”), an independent non-executive director (the “**Director**”) of the Company.

Reference is made to the Statement of Disciplinary Action issued by the Stock Exchange on 11 August 2026 (the “**Statement**”) in relation to the Stock Exchange’s disciplinary action against Mr. Tsui, who served as an independent non-executive director and a member of the audit committee of China Aoyuan Group Limited, a company listed on the Stock Exchange (stock code: 3883) (“**China Aoyuan**”), between September 2007 and January 2023.

According to the Statement, China Aoyuan and its subsidiaries had received financial assistance between 1 January 2021 and 31 March 2022 from Starjoy Wellness and Travel Company Limited, a company listed on the Stock Exchange (stock code: 3662) which was then China Aoyuan’s subsidiary (“**Starjoy Wellness**”), and its subsidiaries, without approval or knowledge of the boards of China Aoyuan and Starjoy Wellness and without complying with the applicable requirements under the Listing Rules. In this connection, the internal controls and procedures of China Aoyuan were found to be materially deficient. While Mr. Tsui was not found to have knowledge of or involvement in such unauthorised financial assistance, the Listing Committee of the Stock Exchange found that Mr. Tsui had breached rule 3.08 of the Listing Rules due to his failure to exercise reasonable skill, care and diligence, and to procure China Aoyuan and its subsidiaries to have in place adequate internal controls and procedures at the material time. As set out in the Statement, the Stock Exchange censured Mr. Tsui and further directed Mr. Tsui to attend 17 hours of training on regulatory and legal topics and Listing Rule compliance, including two hours on rule 2.13 of the Listing Rules, and three hours each on (i) directors’ duties, and (ii) the Corporate Governance Code. For further details, please refer to the Statement published on the website of the Stock Exchange.

Mr. Tsui is an independent non-executive Director, the chairman of the audit committee of the board of Directors (the “**Board**”) and a member of each of the remuneration committee and nomination committee of the Board. The Board considers that notwithstanding the disciplinary action taken against Mr. Tsui as set out in the Statement, Mr. Tsui remains suitable to act as a Director under rule 3.09 of the Listing Rules for the reasons set out below:

- (a) the subject matter of the disciplinary action as set out in the Statement did not involve any dishonesty, fraud or integrity issue on the part of Mr. Tsui;
- (b) the matters as set out in the Statement are not related to the affairs of the Group and will not have any impact on the Group, or the discharge by Mr. Tsui of his duties as an independent non-executive Director; and
- (c) Mr. Tsui, in particular with his education background and professional experience in accounting and finance, has provided valuable contributions to the Company throughout his tenure.

Save as disclosed in the Statement and this announcement, there is no other information in relation to Mr. Tsui that shall be disclosed pursuant to rules 13.51B(2) and 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that shall be brought to the attention of the shareholders of the Company and the Stock Exchange concerning Mr. Tsui’s directorship in the Company.

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

Hong Kong, 12 August 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.