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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 Wednesday, 23 May 2012 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 2011.
2.
  - (1) To re-elect Mr. Yao Zanzun as an executive director of the Company.
  - (2) To re-elect Ms. Yu Shuxian as an executive director of the Company.
  - (3) To re-elect Mr. Li Yuelin as an executive director of the Company.
  - (4) To re-elect Mr. Lin Zeshun as an executive director of the Company.
  - (5) To re-elect Mr. Liu Yongxin as an executive director of the Company.
  - (6) To re-elect Mr. Lam Wai Hon, Patrick as a non-executive director of the Company.
  - (7) To re-elect Mr. Cheng Chi Ming, Brian as a non-executive director of the Company.
  - (8) To re-elect Mr. Tsui King Fai as an independent non-executive director of the Company.
  - (9) To re-elect Mr. Lee Kwan Hung as an independent non-executive director of the Company.
  - (10) To re-elect Mr. Wu Wai Leung, Danny as an independent non-executive director of the Company.
  - (11) To authorise the board of directors of the Company to fix the directors’ remuneration.
3.
  - (1) To elect Dr. Cheng Kar Shun as a non-executive director of the Company.
  - (2) To elect Dr. Cheng Kar Shun as the chairman of the board of directors of the Company.

4. 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.
5. As special business, to consider 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 amend 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 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 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.

“Right 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 5(1) and 5(2) of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5(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 5(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 RESOLUTIONS**

6. To consider and, if thought fit, pass with or without modification the following special resolutions:
- (1) “**THAT** the articles of association of the Company (the “Articles”) currently in effect be amended in the following manner:
- (a) **Article 5**
- By deleting the words “US\$0.10 each” and substituting therewith the words “HK\$0.10 each”;
- (b) **By adding the following new Articles 11A and 11B after the existing Article 11:**
- “11A.The Board of Directors may accept the surrender for no consideration of any fully paid share.”;
- “11B.For so long as any shares are listed on the Stock Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.”;
- (c) **Article 46**
- By adding the following words in the first line of the existing Article 46 after the words “on 14 days’ notice”:
- “or such shorter notice in the case of a rights issue as is permitted by the Listing Rules from time to time”;
- (d) **By adding the following new Article 46A after the existing Article 46:**
- “46A.Notwithstanding Articles 39 and 40, transfers of shares which are listed on the Stock Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.”;

**(e) Article 63**

By adding the following words in the fourth line of the existing Article 63 after the words “the Directors may provide”:

“on giving notice within the periods prescribed by the Listing Rules from time to time”;

By deleting the last sentence of the existing Article 63 which provides that “If the Register shall be so closed for the purpose of determining those Members that are entitled to receive notice of, attend or vote at a meeting of Members the Register shall be so closed for at least 10 days immediately preceding such meeting and the record date for such determination shall be the date of the closure of the Register.”;

**(f) Article 82**

By adding the following words in the last line of the existing Article 82 after the words “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”;

**(g) Article 83**

By adding the following words in the second line of the existing Article 83 after the words “at any general meeting”:

“on a show of hands, every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote, and”;

By adding the following words in the last line of the existing Article 83 after the words “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”;

**(h) Article 99(2)**

By adding the following words in the last line of the existing Article 99(2) after the words “(or its nominee(s))”:

“including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles”;

**(i) Article 101(1)**

By adding the following words in the fifth line of the existing Article 101(1) after the words “at least three”:

“Directors who also represent at least one-third”;

By adding the following words in the fifth line of the existing Article 101(1) after the words “of the Board of Directors”:

“, or such other number of Directors as required under the Listing Rules from time to time,”;

By adding the following words after the last sentence of the existing Article 101(1):

“The re-election of an Independent Non-Executive Director who has held such office for more than nine years shall require separate approval of the Members in general meeting by way of an ordinary resolution and/or any other requirements as may be prescribed by the Listing Rules or any applicable laws or regulations from time to time. The Board of Directors shall provide reasons to the Members prior to the general meeting as to why it believes such Independent Non-Executive Director is still independent and should be re-elected.”;

**(j) Article 101(2)**

By adding the following words in the last line of the existing Article 101(2) after the words “at least three”:

“Directors who also represent at least one-third”;

By adding the following words in the last line of the existing Article 101(2) after the words “of the Board of Directors”:

“, or such other number of Directors as required under the Listing Rules from time to time,”;

**(k) Article 101(3)**

By adding the following words in the third line of the existing Article 101(3) after the words “at least three”:

“Directors who also represent at least one-third”;

By adding the following words in the fourth line of the existing Article 101(3) after the words “Directors” and before the words “shall be Independent Non-Executive Directors”:

“, or such other number of Directors as required under the Listing Rules from time to time,”;

**(l) Article 115(1)(v)**

By deleting paragraph (v) of the existing Article 115(1) in its entirety and replacing with the words “[INTENTIONALLY DELETED]”;

**(m) Article 115(2)**

By deleting paragraph (2) of the existing Article 115 in its entirety and replacing with the words “[INTENTIONALLY DELETED]”;

**(n) Article 115(3)**

By deleting paragraph (3) of the existing Article 115 in its entirety and replacing with the words “[INTENTIONALLY DELETED]”;

**(o) Article 119**

By adding the following words in the first line of the existing Article 119 after the words “The Directors,”:

“or as required by the Listing Rules from time to time.”;

By adding the following words in the last line of the existing Article 119 after the words “may be removed by the Directors”:

“, or in such way as required by the Listing Rules from time to time”;

**(p) Article 133**

By deleting the words “by proxy or” in the third line of the existing Article 133;

**(q) Article 137**

By adding the following before the last sentence of the existing Article 137:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board of Directors for the purposes of considering any matter or business in which a substantial shareholder (as defined under the Listing Rules) of the Company or a Director has a conflict of interest and the Board of Directors has determined prior to the passing of such resolution that such conflict of interest is material.”;

**(r) Article 138(b)**

By adding the following words in the second line of the existing Article 138(b) after the words “Independent Non-Executive Directors”:

“or such number of Independent Non-Executive Directors as constitutes at least one-third of the Board of Directors”;

By adding the following words in the seventh line of the existing Article 138(b) after the words “shall result in at least three”:

“Directors who also represent at least one-third”;

By deleting the words “consisting of” in the second last line of the existing Article 138(b) and substituting therewith the word “being”;

(s) **Article 158(1)**

By adding the words “annual or” after the words “at a subsequent” in the first line of the existing Article 158(1);

By adding the following after the words “the next annual general meeting” in the third line of the existing Article 158(1):

“subject to the power of removal of the Auditor by the Members at a general meeting in accordance with paragraph (2) of this Article”;

(t) **Article 175**

By deleting the words “following that” in the second line of the existing Article 175; and by deleting the word “later” in the third line of the existing Article 175 and replacing therewith the word “other”;

(u) **By adding the following new Article 185 after Article 184:**

**“TRANSFER BY WAY OF CONTINUATION”**

“185. The Company shall, subject to the provisions of the Companies Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.”;

(v) **By adding the following new Article 186 after the new Article 185:**

**“MERGERS AND CONSOLIDATIONS”**

“186. The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law), upon such terms as the Directors may determine.”;

(w) **By renumbering the original Article 185 as the new Article 187 and placing the same after the new Article 186;**

(x) **By adding the following new Article 188 after the new Article 187:**

**“INFORMATION”**

“188. Unless in the context of disclosure during litigation, no Member shall be entitled to require discovery of or any information respecting any detail of the Company’s trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the Members of the Company to communicate to the public.””

- (2) “**THAT** subject to the passing of the special resolution item 6(1) above in this Notice, the amended and restated memorandum and articles of the Company (the “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 6(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.”

On behalf of the Board  
**Newton Resources Ltd**  
**Tsang Yam Pui**  
*Chairman*

Hong Kong, 20 April 2012

*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 results of the poll will be published on the websites of 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 above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. 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 and vote on his 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 Hong Kong listed share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 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. The register of members of the Company will be closed from Wednesday, 9 May 2012 to Wednesday, 23 May 2012, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the above 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 Hong Kong listed share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 8 May 2012.
5. An explanatory statement containing further details regarding the ordinary resolution item 5(1) above in this Notice is set out in Appendix III to the circular of the Company dated 20 April 2012.

*As at the date of this notice, the executive directors of the Company are Mr. Yao Zanzun, Ms. Yu Shuxian, Mr. Li Yuelin, Mr. Lin Zeshun and Mr. Liu Yongxin; the non-executive directors of the Company are Mr. Tsang Yam Pui, Mr. Lam Wai Hon, Patrick and Mr. Cheng Chi Ming, Brian; and the independent non-executive directors of the Company are Mr. Tsui King Fai, Mr. Lee Kwan Hung and Mr. Wu Wai Leung, Danny.*