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新礦資源有限公司
NEWTON RESOURCES LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1231)

**CHANGE OF EXECUTIVE DIRECTOR,
CHIEF FINANCIAL OFFICER AND
AUTHORISED REPRESENTATIVE**

The Board announces the following changes of the Company:

1. Mr. Jiao Ying has tendered his resignation as an executive Director, the chief financial officer and the authorised representative of the Company under the Listing Rules with effect from 1 April 2015 due to his desire to devote more time to his personal affairs;
2. Mr. Luk Yue Kan has been appointed as an executive Director and promoted to chief financial officer of the Company with effect from 1 April 2015; and
3. Mr. Li Changfa has been appointed as the authorised representative of the Company under the Listing Rules with effect from 1 April 2015.

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

**RESIGNATION OF EXECUTIVE DIRECTOR, CHIEF FINANCIAL OFFICER AND
AUTHORISED REPRESENTATIVE**

Mr. Jiao Ying (“**Mr. Jiao**”) has tendered his resignation as an executive Director, the chief financial officer and the authorised representative of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with effect from 1 April 2015 due to his desire to devote more time to his personal affairs.

Mr. Jiao confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to express its appreciation to Mr. Jiao for his contribution to the Group during his tenure of office.

APPOINTMENT OF EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER

Mr. Luk Yue Kan (“**Mr. Luk**”) has been appointed as an executive Director and promoted to chief financial officer of the Company with effect from 1 April 2015.

Mr. Luk, aged 39, joined the Company in March 2011 as the financial controller. In November 2011, he assumed the additional role of company secretary of the Company. He oversees the treasury management, financial reporting and company secretarial matters of the Company. He is currently a director and company secretary of various subsidiaries of the Company.

Mr. Luk holds a Bachelor’s degree in Accountancy from the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants, and an associate and a Certified Tax Advisor of the Taxation Institute of Hong Kong. Mr. Luk has over 17 years’ experience in auditing, accounting and financial management.

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

Mr. Luk has entered into a service agreement (the “Service Agreement”) with the Company on 26 March 2015 in respect of his appointment as an executive Director for an initial term of three years commencing from 1 April 2015, subject to retirement by rotation and re-election at annual general meetings pursuant to the articles of association of the Company. Under the Service Agreement, Mr. Luk will be entitled a remuneration of HK\$8,000 per month and discretionary bonus in respect of his service as an executive Director. Save for the above remuneration and discretionary bonus, he is not expected to receive any other remuneration for holding his office as an executive Director. Mr. Luk’s annual emoluments as executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company (the “**Remuneration Committee**”) with reference to the Company’s performance, his duties and responsibilities with the Company and prevailing market conditions. The director’s remuneration of Mr. Luk will be subject to annual review by the Remuneration Committee and the Board.

As at the date of this announcement, Mr. Luk does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance which are the shares which may be allotted and issued to him upon exercise of his share options. Save as disclosed above, Mr. Luk does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Luk has not been involved in any of the matters as mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to Mr. Luk that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its warm welcome to Mr. Luk for joining the Board.

CHANGE OF AUTHORISED REPRESENTATIVE

Following the resignation of Mr. Jiao as the authorised representative of the Company under the Listing Rules, Mr. Li Changfa, an executive Director and the chief operating officer of the Company, has been appointed as the authorised representative of the Company under the Listing Rules with effect from 1 April 2015.

By Order of the Board
Newton Resources Ltd
Cheng Kar Shun
Chairman and Non-Executive Director

Hong Kong, 26 March 2015

As at the date of this announcement, the executive Directors are Mr. Li Changfa and Mr. Jiao Ying; the non-executive Directors are Dr. Cheng Kar Shun, Mr. Lam Wai Hon, Patrick and Mr. Cheng Chi Ming, Brian; and the independent non-executive Directors are Mr. Tsui King Fai, Mr. Lee Kwan Hung and Mr. Wu Wai Leung, Danny.