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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Newton Resources Ltd (the “**Company**”) will be held at Meeting Room S228 (Harbour Road Entrance), Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong on Wednesday, 24 July 2019 at 11:45 a.m. for the following purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional agreement for assignment and novation of the Koolan Island long term ore sale agreement in relation to the supply of hematite ore by Koolan Iron Ore Pty Limited (“**Koolan**”) to SCIT Trading Limited (“**SCIT**”) from time to time, which was first executed on 22 November 2008 and has subsequently been novated, amended, supplemented and restated from time to time (the “**Long Term Hematite Supply Agreement**”), entered into between Shougang Concord International Enterprises Company Limited (“**Shougang Concord International**”) and the Company on 31 May 2019 in connection with the assignment and novation of the respective rights and obligations of Shougang Concord International as the guarantor and SCIT as the buyer under the Long Term Hematite Supply Agreement to the Company as the new guarantor and Ace Profit Investment Limited (“**Ace Profit**”) as the new buyer respectively (the “**Assignment and Novation Agreement**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for identification purpose) and the transaction contemplated thereunder (including the execution of the conditional deed of novation, amendment and restatement dated 31 May 2019 to effectuate such assignment and novation and the amendment and restatement of the Long Term Hematite Supply Agreement entered into among all parties to the Long Term Hematite Supply Agreement, the Company and Ace Profit (the “**Novation Deed**”, a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder) be and are hereby approved, and the execution of the Assignment and Novation Agreement, the Novation Deed and all documents ancillary or incidental thereto by a director of the Company (“**Director**”) by hand or under seal for and on behalf of the Company on 31 May 2019 be and is hereby approved, confirmed and ratified; and

- (b) any Director or any other person authorised by the Directors be and is hereby authorised to do and execute all such acts, matters, deeds, documents and things as he/she may in his/her absolute discretion consider necessary or desirable for or in connection with the Assignment and Novation Agreement, the Novation Deed, the transactions contemplated thereunder and/or the matters ancillary or incidental thereto, and/or the implementation of any of the foregoing, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Assignment and Novation Agreement, the Novation Deed and all documents ancillary or incidental thereto which is in his/her opinion not of a material nature, and to effect or implement any other matters referred to in this resolution.”

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

Hong Kong, 8 July 2019

Notes:

1. The resolution to be proposed 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 articles of association of the Company and the poll voting results will be published on the websites of the 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 meeting is entitled to appoint another person as his proxy to attend and vote instead 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 notarially 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (which address will be changed to Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 11 July 2019) 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, 22 July 2019 (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 Tuesday, 23 July 2019 to Wednesday, 24 July 2019, 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (which address will be changed to Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong with effect from 11 July 2019) for registration not later than 4:30 p.m. on Monday, 22 July 2019.

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 Hong Kong Exchanges and Clearing Limited and the Company 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, Mr. Li Changfa and Mr. Luk Yue Kan; the non-executive Director is Mr. Wu Wai Leung, Danny; and the independent non-executive Directors are Mr. Tsui King Fai, Mr. Lee Kwan Hung and Mr. Shin Yick, Fabian.