



新礦資源有限公司 NEWTON RESOURCES LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1231)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 6 JUNE 2024 (or any adjournment thereof)

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the share capital of
Newton Resources Ltd (the "Company") HEREBY APPOINT the Chairman of the meeting ^(Note 3) or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf on the resolutions as directed below or, if no such indication is given, as my/our proxy
thinks fit at the annual general meeting (the "AGM") of the Company for year 2024 to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong
Kong on Thursday, 6 June 2024 at 11:45 a.m. (and at any adjournment thereof).

Please put a "✓" in the appropriate boxes to indicate how you wish your vote(s) to be cast. In absence of any indication, the proxy may vote for or against
the resolution at his/her own discretion. ^(Note 4).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
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 2023.		
2.	To re-elect Mr. Luk Yue Kan as an executive director of the Company.		
3.	To re-elect Mr. Lee Kwan Hung, Eddie as an independent non-executive director of the Company.		
4.	To re-elect Mr. Chen Hongyuan as a 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.	(1) To give a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution. [#]		
	(2) To give a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution. [#]		
	(3) To extend the general mandate granted to the directors of the Company pursuant to the ordinary resolution set out in item 7(2). [#]		
SPECIAL RESOLUTION			
8.	To approve the amendments to the articles of association of the Company and to adopt the amended and restated memorandum and articles of association of the Company. [#]		

[#] Full text of the resolution is set out in the notice of the AGM.

Date: _____

Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the AGM may appoint more than one proxy (who must be an individual), if he/she is the holder of two or more shares, to attend and vote on his behalf, provided that 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. A proxy need not be a member of the Company but must attend the relevant meeting in person. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer, attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must 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 holding the AGM (i.e. at or before 11:45 a.m. on Tuesday, 4 June 2024 (Hong Kong time)) or any adjournment thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the AGM if you so wish and, in such event, this form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which includes but is not limited to your name, mailing address, contact telephone number, e-mail address, and/or your choice. Your Personal Data provided in this form will be used in connection with processing your request for obtaining printed copy of the relevant corporate communication(s). Your supply of Personal Data is on a voluntary basis. However, we may not be able to process your request unless you provide us with your Personal Data. Your Personal Data may be disclosed or transferred by the Company to the Company's Share Registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for our verification and record purpose. You have the right to request access to and/or correction of your Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing by the following means:

By mail to: Personal Data Privacy Officer
Tricor Investor Services Limited
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong