

*This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated June 21, 2011 (the “Prospectus”) issued by Newton Resources Ltd (the “Company”) for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the shares being offered.*

*The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), Hong Kong Exchanges and Clearing Limited and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*Unless defined herein, terms in this announcement shall have the same meanings as those defined in the Prospectus.*



*(Incorporated in the Cayman Islands with limited liability)*

## **GLOBAL OFFERING**

Number of Offer Shares:	1,000,000,000 Shares comprising 800,000,000 new shares and 200,000,000 Sale Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares:	100,000,000 Shares (subject to adjustment)
Number of International Placing Shares:	900,000,000 Shares comprising 660,000,000 new shares and 200,000,000 Sale Shares (subject to adjustment and the Over-allotment Option) and 40,000,000 Reserved Shares
Offer Price:	Not more than HK\$2.35 per Offer Share (payable in full on application in Hong Kong dollars, plus brokerage fee of 1%, Stock Exchange trading fee of 0.005%, and SFC transaction levy of 0.003% and subject to refund) and not less than HK\$1.75 per Offer Share
Nominal value:	HK\$0.10 each
Stock code:	1231

### *Sole Global Coordinator*



### *Joint Sponsors*



**MACQUARIE**



**ROTHSCHILD**

### *Joint Bookrunners and Joint Lead Managers*



**MACQUARIE**



**交銀國際**  
BOCOM INTERNATIONAL



**VMS Securities Limited**

Application has been made to the Stock Exchange for listing of, and permission to deal in, the Shares of the Company, comprising: (a) the Hong Kong Public Offering of 100,000,000 Shares (subject to adjustment) in Hong Kong; and (b) the International Placing of 900,000,000 Shares comprising 660,000,000 new shares, 200,000,000 Sale Shares to be offered by the Selling Shareholders (subject to adjustment and the Over-allotment Option) and 40,000,000 Reserved Shares which are being offered to the Qualifying NWD Shareholders and the Qualifying NWS Shareholders.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus.

In order to enable holders of NWD shares or NWS shares to participate in the Global Offering on a preferential basis as to allocation only, Qualifying NWD Shareholders and Qualifying NWS Shareholders are being invited to apply for an aggregate of 40,000,000 Reserved Shares in the Preferential Offering on the basis of an Assured Entitlement of one Reserved Share for every integral multiple of 168 NWD shares or 85 NWS shares held by them as at 5:00 p.m. on the Record Date. The Reserved Shares are being offered out of the International Placing Shares under the International Placing and are not subject to the clawback mechanism as described in the paragraph headed “Structure of Global Offering — The Hong Kong Public Offering” in the Prospectus.

**The Assured Entitlements may represent Shares which are not in a multiple of a full board lot of 2,000 Shares. Dealing in odd lots of Shares may be at or below their prevailing market price.**

A **LIGHT ORANGE** or **BLUE** Application Form is being despatched to each Qualifying NWD Shareholder or Qualifying NWS Shareholder, as the case may be, with an Assured Entitlement together with a copy of the Prospectus on CD-ROM. Qualifying NWD Shareholders and Qualifying NWS Shareholders are permitted to apply for a number of Reserved Shares which is greater than, equal to or less than, their Assured Entitlement under the Preferential Offering. A valid application, in respect of a number of Reserved Shares less than or equal to a Qualifying NWD Shareholder’s or a Qualifying NWS Shareholder’s Assured Entitlement will be accepted in full, subject to the terms and conditions set forth on the **LIGHT ORANGE** or **BLUE** Application Form. If an application is made for a number of Reserved Shares greater than the Assured Entitlement of a Qualifying NWD Shareholder or Qualifying NWS Shareholder, the Assured Entitlement will be satisfied in full but the excess portion of such application will only be met to the extent that there are sufficient Reserved Shares resulting from other Qualifying NWD Shareholders or other Qualifying NWS Shareholders, as the case may be, declining to take up all or some of their Assured Entitlements. Any Assured Entitlement not taken up by the Qualifying NWD Shareholders or the Qualifying NWS Shareholders, as the case may be, will first be allocated to satisfy the excess applications for the Reserved Shares from other Qualifying NWD Shareholders or from other Qualifying NWS Shareholders, as the case may be, in each case, on a fair and reasonable basis. Any Assured Entitlement not taken up by the Qualifying NWS Shareholders or the Qualifying NWD Shareholders will be allocated at the discretion of the Joint Bookrunners to other investors in the International Placing. If an application is made for a number of Reserved Shares less than or greater than the Assured Entitlement of a Qualifying NWD Shareholder or Qualifying NWS Shareholder, as the case may be, the applicant is recommended to apply for a number of Reserved Shares in one of the numbers of full board lots stated in the table of numbers and payments on the back page of the **LIGHT ORANGE** or **BLUE** Application Form, as the case may be, which also states the amount of remittance payable on application for each number of full board lots of Reserved Shares. If such an applicant does not follow this recommendation when applying for less than his/her/its Assured Entitlement, he/she/it must calculate the correct amount of remittance payable on application for the number of Reserved Shares applied for by using the formula on the back page of the **LIGHT ORANGE** or **BLUE** Application Form, as the case may be. Any application not accompanied by the correct amount of application monies will be treated as invalid in its entirety and no Reserved Share will be allotted to such applicant. The Joint Bookrunners, on behalf of the Underwriters, will allocate any Assured Entitlements not taken up by Qualifying NWD Shareholders or Qualifying NWS Shareholders to the International Placing.

If you are a Qualifying NWD Shareholder or a Qualifying NWS Shareholder applying for Reserved Shares under the Preferential Offering on a **LIGHT ORANGE** or **BLUE** Application Form, as beneficial owner, you may also make one application for Hong Kong Offer Shares either on a **WHITE** or **YELLOW** Application Form or by giving electronic application instructions to HKSCC via CCASS or to the designated **HK eIPO White Form** Service Provider through the **HK eIPO White Form** service ([www.hkeipo.hk](http://www.hkeipo.hk)). However, in respect of any application for Hong Kong Offer Shares using the above-mentioned methods, you will not enjoy the preferential treatment accorded to you under the Preferential Offering as described in the section headed “Structure of Global Offering — The Preferential Offering” in the Prospectus. If you are a Qualifying NWD Shareholder or a Qualifying NWS Shareholder, you must undertake and confirm that you or the person(s) whose benefit you have made the application have not applied for, taken up or indicated an interest in, or received, or been placed or allocated (including conditionally and/or provisionally) and will not apply for or take up or indicate any interest in any Offer Shares in the International Placing.

**Assured Entitlements of Qualifying NWD Shareholders and Qualifying NWS Shareholders to the Reserved Shares are not transferable and there will be no trading in nil-paid entitlements on the Stock Exchange. The Joint Bookrunners have the authority to reallocate all or any of the Reserved Shares not taken up by the Qualifying NWD Shareholders or Qualifying NWS Shareholders, as the case may be, to the International Placing.**

The procedures for application under, and the terms and conditions of, the Preferential Offering are set forth in the section headed “How to Apply for Hong Kong Offer Shares and Reserved Shares” in the Prospectus and on the **LIGHT ORANGE** or **BLUE** Application Form.

**The documents to be issued in connection with the Hong Kong Public Offering and the Preferential Offering (comprising the Prospectus and the Application Forms) will not be registered or filed under applicable securities or equivalent legislation of any jurisdiction other than Hong Kong. Accordingly, no Reserved Shares are being offered to Overseas NWD shareholders or Overseas NWS Shareholders under the Preferential Offering and no LIGHT ORANGE or BLUE Application Forms will be sent to such persons. Applications on LIGHT ORANGE or BLUE Application Forms will not be accepted from Overseas NWD Shareholders or Overseas NWS Shareholders or persons who are acting for the benefit of Overseas NWD Shareholders or Overseas NWS Shareholders.**

Applicants who wish the Hong Kong Offer Shares to be allotted in their own names should (i) complete and sign the **WHITE** Application Forms or (ii) apply by the **HK eIPO White Form**. Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on June 21, 2011 until 12:00 noon on June 24, 2011 from:

1. **Citigroup Global Markets Asia Limited**  
50th Floor, Citibank Tower  
Citibank Plaza  
3 Garden Road  
Central  
Hong Kong
2. **Macquarie Capital Securities Limited**  
Level 18, One International Finance Centre  
1 Harbour View Street  
Central  
Hong Kong

3. **Rothschild (Hong Kong) Limited**  
16th Floor, Alexandra House  
18 Chater Road  
Central  
Hong Kong
4. **BOCOM International Securities Limited**  
201 Far East Consortium Building  
121 Des Voeux Road Central  
Hong Kong
5. **BOCI Securities Limited**  
20/F, Bank of China Tower  
1 Garden Road  
Hong Kong
6. **Guotai Junan Securities (Hong Kong) Limited**  
27/F, Low Block, Grand Millennium Plaza  
181 Queen's Road Central  
Hong Kong
7. **Haitong International Securities Group**  
25/F, New World Tower  
16-18 Queen's Road Central  
Hong Kong
8. **Kingston Securities Limited**  
Suite 2801, 28th Floor  
One International Finance Centre  
1 Harbour View Street  
Central  
Hong Kong

9. or any of the following branches of:

**i. Standard Chartered Bank (Hong Kong) Limited**

	<b>Branches</b>	<b>Address</b>
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	North Point Centre Branch	North Point Centre, 284 King's Road, North Point
	Causeway Bay Branch	G/F, Yee Wah Mansion, 38-40A Yee Wo Street, Causeway Bay
Kowloon	Kwun Tong Branch	1A Yue Man Square, Kwun Tong
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
	Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui
	Lok Fu Shopping Centre Branch	Shop G101, G/F., Lok Fu Shopping Centre

	<b>Branches</b>	<b>Address</b>
New Territories	New Town Plaza Branch Metroplaza Branch  Yuen Long Fung Nin Road Branch	Shop 215-223, Phase 1, New Town Plaza, Shatin Shop No. 175-176, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Chung Shop B at G/F and 1/F, Man Cheong Building, 247 Castle Peak Road, Yuen Long

**ii. Bank of China (Hong Kong) Limited**

	<b>Branches</b>	<b>Address</b>
Hong Kong Island	Bank of China Tower Branch 409 Hennessy Road Branch North Point (Kiu Fai Mansion) Branch United Centre Branch	3/F, 1 Garden Road 409-415 Hennessy Road, Wan Chai 413-415 King's Road, North Point Shop 1021, United Centre, 95 Queensway
Kowloon	Kwun Tong Plaza Branch	G1 Kwun Tong Plaza, 68 Hoi Yuen Road, Kwun Tong
New Territories	Lucky Plaza Branch Castle Peak Road (Tsuen Wan) Branch	Lucky Plaza, Wang Pok Street, Shatin 201-207 Castle Peak Road, Tsuen Wan

**iii. Bank of Communications Co., Ltd. Hong Kong Branch**

	<b>Branches</b>	<b>Address</b>
Hong Kong Island	Hong Kong Branch North Point Sub-Branch Quarry Bay Sub-Branch	20 Pedder Street, Central 442-444 King's Road G/F., 981 C, King's Road
Kowloon	Jordan Road Sub-Branch	1/F., Booman Building, 37U Jordan Road
New Territories	Sha Tsui Road Sub-Branch	122-124 Sha Tsui Road, Tsuen Wan

Applicants who wish the Hong Kong Offer Shares to be allotted in the name of HKSCC Nominees and deposited the Hong Kong Offer Shares directly into CCASS for the credit to their CCASS Investor Participant stock account or the stock account of the CCASS Participants maintained in CCASS should (i) complete and sign the **YELLOW** Application Forms, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on June 21, 2011 until 12:00 noon on June 24, 2011 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Applications by **HK eIPO White Form** may be made to the **HK eIPO White Form** Service Provider through the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) from 9:00 a.m. on June 21, 2011 until 11:30 a.m. on June 24, 2011 (or such later time as described under the paragraph headed "How to Apply for Hong Kong Offer Shares and Reserved Shares — Effect of bad weather on electronic applications under HK eIPO White Form service" in the Prospectus) (24 hours daily, except on the last application day).

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on June 21, 2011 until 12:00 noon on June 24, 2011.

Please refer to the “Structure of Global Offering” and “How to Apply for Hong Kong Offer Shares and Reserved Shares” sections of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the Offer Price, the level of indication of interest in the Global Offering, the results of application in the Hong Kong Public Offering and the basis of allocation under the Hong Kong Public Offering and the Preferential Offering in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and the Company’s website ([www.newton-resources.com](http://www.newton-resources.com)) and the Stock Exchange’s website ([www.hkexnews.hk](http://www.hkexnews.hk)) on June 30, 2011.

Results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from June 30, 2011 onward.

Dealings in the Shares of the Company on the Exchange are expected to commence at 9:00 a.m. on Monday, July 4, 2011. The Company will not issue any temporary document of title. No receipt will be issued for application monies received.

By order of the board of  
**Newton Resources Ltd**  
**Mr. Yao Zanzun**  
*Chief Executive Officer*

Hong Kong, June 21, 2011

*As at the date of this announcement, the executive Directors are Mr. Yao Zanzun, Ms. Yu Shuxian, Mr. Li Yuelin, Mr. Jing Zhiqing, Mr. Lin Zeshun and Mr. Liu Yongxin; the non-executive Directors are Mr. Tsang Yam Pui, 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.*

*Please also refer to the published version of this announcement in South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).*