

**IMPORTANT:** If you are in any doubt about any of the contents of this Prospectus, you should obtain independent professional advice.



# 新礦資源有限公司 NEWTON RESOURCES LTD

*(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%, SFC transaction levy of 0.003%, and Stock Exchange trading fee of 0.005% 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

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Prospectus, 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 Prospectus.

A copy of this Prospectus, having attached thereto the documents specified in the section headed "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix IX to this Prospectus, has been registered by the Registrar of Companies of Hong Kong as required by section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission, the Registrar of Companies of Hong Kong and the Registrar of Companies of the Cayman Islands take no responsibility for the contents of this Prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Bookrunners (on behalf of the Underwriters) and the Company on behalf of ourselves and the Selling Shareholder on the Price Determination Date. The Price Determination Date is expected to be on or around 24 June 2011 and, in any event, no later than 28 June 2011. The Offer Price will be not more than HK\$2.35 and is currently expected to be not less than HK\$1.75 unless otherwise announced. If, for any reason, the Offer Price is not agreed by 28 June 2011 by the Joint Bookrunners (on behalf of the Underwriters) and the Company, the Global Offering will not proceed and will lapse.

The Sole Global Coordinator (on behalf of the Underwriters) may, with the consent of the Company on behalf of ourselves and the Selling Shareholder, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that stated in this Prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering and the Preferential Offering. In such a case, a notice of the reduction in the number of Offer Shares and/or the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) no later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering and the Preferential Offering. If applications for Hong Kong Offer Shares or Reserved Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering and the Preferential Offering, then even if the number of Offer Shares and/or the indicative offer price range is so reduced, such applications cannot be subsequently withdrawn. For further information, see the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares and Reserved Shares" in this Prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Bookrunners (on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the day that trading in the Shares commences on the Stock Exchange. Such grounds are set out in the section headed "Underwriting – Underwriting Arrangements And Expenses – Hong Kong Public Offering – Grounds for termination" in this Prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the U.S. Securities Act. The Offer Shares are being offered, in the United States, only to qualified institutional buyers ("QIBs") in reliance on Rule 144A under the U.S. Securities Act and, outside the United States, in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

21 June 2011