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## DEFINITIONS

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*In this Prospectus, the following terms have the following meanings unless the context otherwise requires. Certain technical terms are explained in the section headed “Glossary of Technical Terms” in this Prospectus.*

“1H”	the first half of the calendar year;
“11th Geological Brigade”	No. 11 Geological Brigade of Hebei Bureau of Geological Exploration of the PRC (中國河北省地勘局第十一地質大隊), a state-owned entity and the holder of the Solid Mineral Exploration Grade A Qualification Certificate (固體礦產勘查甲級資質證書) issued by the Land Resources Department of Hebei Province (河北省國土資源廳) and an Independent Third Party;
“12th Five-Year Plan”	the 12th Five-Year Plan for National Economic and Social Development of the PRC (2011-2015) promulgated by the Tenth National People’s Congress of the PRC in 2011;
“Aleman”	Aleman Investments Limited, a company incorporated in the BVI. Aleman was wholly-owned by Mr. Sin at the time of the acquisition of Mr. Sin’s indirect interest in our Company by our Controlling Shareholders;
“AME”	AME Mineral Economics (Hong Kong) Limited, a global research and consulting firm specialising in the metal and mineral industries;
“APOF”	8W APO Holdings, Ltd., a wholly-owned subsidiary of OCM Asia Principal Opportunities Fund L.P., which is a fund managed by Oaktree Capital Management, L.P., a global alternative investment management firm;
“Application Form(s)”	<b>white</b> application form(s), <b>yellow</b> application form(s) and <b>green</b> application form(s) relating to the Hong Kong Public Offering, and the <b>blue</b> application form(s) and <b>light orange</b> application form(s) relating to the Preferential Offering, or where the context so requires, any of them;
“Application Lists”	the application lists for the Hong Kong Public Offering;
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company, conditionally adopted on 9 April 2010, and as amended from time to time, a summary of which is contained in “Appendix VII – Summary of the Constitution of the Company and Cayman Islands Companies Law”;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Assured Entitlement(s)”	the entitlements of the Qualifying NWD Shareholders and the Qualifying NWS Shareholders to apply for the Reserved Shares under the Preferential Offering determined on the basis of their respective shareholding as at 5:00 p.m. on the Record Date;

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“Board”	the board of Directors of our Company;
“BOCOM International”	BOCOM International Securities Limited;
“Bond Issuer”	Faithful Boom;
“Bondholder(s)”	holder(s) of the Exchangeable Bonds from time to time;
“Bright Prosper”	Bright Prosper Holdings Limited, a company incorporated in the BVI. Bright Prosper is a wholly-owned subsidiary of VMS;
“business day”	any day (other than Saturday, Sunday or a public holiday) on which licensed banks in Hong Kong are generally open for normal banking business;
“BVI”	the British Virgin Islands;
“CAGR”	compound annual growth rate;
“Capitalization Issue”	the allotment and issue of Shares to Faithful Boom to be made upon capitalization of certain sums standing to the credit of the share premium account of our Company referred to in the section headed “Statutory and General Information — A. Further Information about Our Company — 3. Written resolutions of the Shareholders passed on 9 April 2010, 25 January 2011, 8 June 2011 and 10 June 2011” in Appendix VIII to this Prospectus;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant;
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant;
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation;
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant;
“Chen SPV”	Excellent Era Limited, a company incorporated in the BVI. Chen SPV was wholly-owned by Mr. Chen at the time of the acquisition of Mr. Chen’s indirect interest in our Company by our Controlling Shareholders;
“China Customs”	General Administration of Customs of the PRC;

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“China Gate”	China Gate Worldwide Limited, a wholly-owned subsidiary of Hidili Asset Management Co., Ltd, or Hidili Asset Management, which in turn is ultimately a subsidiary of Hidili Industry International Development Ltd. (Stock Code: 01393), or Hidili Industry, a listed company on the Stock Exchange engaging in coal mining business in China;
“C.I.S.”	the Commonwealth of Independent States, a regional organization whose participating countries are former Soviet Republics;
“CISA”	China Iron and Steel Association, an Independent Third Party;
“Citi”	Citigroup Global Markets Asia Limited;
“Companies Law”	the Companies Law (as amended) of the Cayman Islands;
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Company”	Newton Resources Ltd (新礦資源有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 25 September 2009;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules, being NWS, VMS and Ms. Mak Siu Hang, Viola;
“CSMA”	China Stone Material Industry Association;
“Director(s)”	director(s) of our Company, including the non-executive Directors and independent non-executive directors of our Company;
“EOD Redemption Amount”	the redemption amount applicable to the Exchangeable Bonds calculated in accordance with the terms of the Exchangeable Bonds as at the date of the notice given to Faithful Boom upon the occurrence of an event of default specified under the terms of the Exchangeable Bonds;
“Ernst & Young”	Ernst & Young, our reporting accountants;
“Exchangeable Bonds”	the secured exchangeable bonds in the aggregate principal sum of US\$60 million issued by the Bond Issuer on 22 January 2010 and 16 March 2010 to the Original Bondholders, the particulars of which are set out in the section headed “History, Reorganization and Corporate Structure” in this Prospectus;
“Faithful Boom”	Faithful Boom Investments Limited, an investment holding company incorporated in the BVI on 1 August 2007;

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“Fast Fortune”	Fast Fortune Holdings Limited, an investment holding company incorporated in the BVI. Fast Fortune is a subsidiary of VMS in which VMS holds all the voting rights as well as approximately 89.1% of the rights to dividends and other distributions;
“Gangxi Mine”	Gangxi iron ore mine (崗西鐵礦), an iron ore mine located in Lincheng County, Hebei Province, the PRC, approximately 20 km from the Yanjiazhuang Mine;
“GDP”	gross domestic product;
“Global Offering”	the Hong Kong Public Offering and the International Placing;
“Green application form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider;
“Guomu Nangou Mine”	Guomu Nangou iron ore mine (果木南溝鐵礦), an iron ore mine located in Shiwopu Village West, Haozhuang Town, Lincheng County, Hebei Province, the PRC;
“Guomu Nangou Mining Co.”	Lincheng County Guomu Nangou Mining Co. (臨城縣石窩鋪果木南溝鐵礦), a PRC private enterprise established in the PRC on 21 June 2004 by Mr. Wang Lianqing (王連慶) and the predecessor of Guomu Nangou Mining Ltd.;
“Guomu Nangou Mining Ltd.”	Lincheng County Guomu Nangou Mining Ltd. (臨城縣果木南溝鐵礦有限公司), a limited liability company established by the transformation of Guomu Nangou Mining Co. into a limited liability company in the PRC on 19 February 2009 in which the 99.0% equity interest held by us was disposed of on 12 November 2009;
“Handan Iron & Steel”	Handan Iron & Steel Co., Ltd. (邯鄲鋼鐵股份有限公司), part of Hebei Steel, an Independent Third Party;
“Handan Iron & Steel Group Company Limited”	Handan Iron & Steel Group Company Limited (邯鄲鋼鐵集團有限責任公司), part of Hebei Steel, an Independent Third Party;
“Hatch”	Hatch Project Consulting (Shanghai) Co., Ltd., an international consulting firm specializing in providing data and analyses in relation to the mining, metallurgical, manufacturing and energy industries, and an Independent Third Party;
“Hatch Report”	the iron ore and diabase industry report prepared by Hatch dated 21 June 2011;
“Hebei Baoxin”	Hebei Baoxin Iron and Steel Ltd. (河北寶信鋼鐵有限公司), an Independent Third Party;
“Hebei New Wuan”	Hebei New Wuan Iron and Steel Group Limited (河北新武安鋼鐵集團有限公司), an Independent Third Party;

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“Hebei Steel”	Hebei Iron and Steel Group Co., Ltd. (河北鋼鐵集團有限公司), an iron and steel manufacturing company, and an Independent Third Party, that was formed pursuant to a merger among Tangshan Iron and Steel Group Co., Ltd. (唐山鋼鐵集團有限責任公司), Handan Iron and Steel Group Co., Ltd. (邯鄲鋼鐵集團有限責任公司), Wuyang Iron and Steel Co., Ltd. (舞陽鋼鐵有限責任公司), Xuanhua Iron and Steel Group Corp., Ltd. (宣化鋼鐵集團有限責任公司), and Chengde Iron and Steel Group Co., Ltd. (承德鋼鐵集團有限責任公司);
“HIBOR”	Hong Kong Interbank Offered Rate;
“HK eIPO White Form”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of HK eIPO White Form ( <a href="http://www.hkeipo.hk">www.hkeipo.hk</a> );
“HK eIPO White Form Service Provider”	The Bank of East Asia, Limited;
“HK\$”, “HK dollars” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC;
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listed Share Registrar”	Tricor Investor Services Limited;
“Hong Kong Offer Shares”	the 100,000,000 new Shares initially being offered for subscription at the Offer Price in the Hong Kong Public Offering (subject to adjustment as described in the section headed “Structure of the Global Offering” in this Prospectus);
“Hong Kong Public Offering”	the offering by the Company of initially 100,000,000 Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering” in this Prospectus) for cash at the Offer Price and on the terms and conditions described in this Prospectus and the Application Forms;
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters” in this Prospectus;
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 21 June 2011 relating to the Hong Kong Public Offering entered into by, among other parties, the Company, the Sole Global Coordinator and the Hong Kong Underwriters;

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“Huangmi I Reservoir”	a surface water reservoir with an existing water storage capacity of approximately 600,000 m <sup>3</sup> located in Lincheng County, Hebei Province, the PRC;
“Huangmi II Reservoir”	a surface water reservoir with an existing water storage capacity of approximately 1,200,000 m <sup>3</sup> located in Lincheng County, Hebei Province, the PRC;
“Huangmi Reservoirs”	the Huangmi I Reservoir and the Huangmi II Reservoir;
“IFRS”	International Financial Reporting Standards;
“Indebtedness Date”	means 30 April 2011;
“Independent Technical Advisor” or “Behre Dolbear”	Behre Dolbear Asia, Inc., a wholly-owned subsidiary of Behre Dolbear & Company, Inc., the Competent Person (which has the meaning ascribed to it under Chapter 18 of the Listing Rules) appointed by our Company in respect of the Listing, and an Independent Third Party that specializes in performing studies and providing consulting services worldwide regarding the minerals industry. Founded in 1911, Behre Dolbear & Company, Inc., a globally-recognized minerals industry consulting firm, is one of the oldest, continually operating industry-focused consultancies in the world with extensive minerals industry experience;
“Independent Technical Report”	the independent technical report prepared by Behre Dolbear dated 21 June 2011;
“Independent Third Party(ies)”	a company or companies that is not or are not connected person(s) of our Company;
“International Placing”	the offering of the International Placing Shares by the International Underwriters for and on behalf of the Company to professional and institutional investors and other investors as further described in the section headed “Structure of the Global Offering” in this Prospectus;
“International Placing Shares”	the 900,000,000 Shares comprising 660,000,000 new Shares initially being offered at the Offer Price pursuant to the International Placing to be issued by the Company and the 200,000,000 Sale Shares being offered for sale by the Selling Shareholder (excluding the Preferential Offering) (subject to adjustment as described in the section headed “Structure of the Global Offering” in this Prospectus), together with, any Option Shares pursuant to the Over-allotment Option, as well as the 40,000,000 Reserved Shares;
“International Underwriters”	the underwriters of the International Placing, who are expected to enter into the International Underwriting Agreement;
“International Underwriting Agreement”	the international underwriting agreement relating to the International Placing which is expected to be entered into by, among other parties, the Company, the Selling Shareholder, the Sole Global Coordinator and the International Underwriters on or around 24 June 2011;

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“ISSB”	Iron and Steel Statistics Bureau;
“Issue Mandate”	the general mandate granted to our Directors for the issue of Shares, details of which are set out in the section headed “Statutory and General Information — A. Further Information about Our Company — 3. Written resolutions of the Shareholders passed on 9 April 2010, 25 January 2011, 8 June 2011 and 10 June 2011” in Appendix VIII to this Prospectus;
“Jet Bright”	Jet Bright Limited, a company incorporated in Hong Kong. Jet Bright is a wholly-owned subsidiary of the Company;
“Joint Bookrunners”	Citi, Macquarie, BOCOM International and VMS Securities;
“Joint Lead Managers”	Citi, Macquarie, BOCOM International and VMS Securities;
“Joint Sponsors”	Citi, Macquarie and Rothschild;
“Latest Practicable Date”	16 June 2011, being the latest practicable date for ascertaining certain information in this Prospectus prior to the publication of this Prospectus;
“Li Yuan”	Lincheng County Li Yuan Mining Co. Ltd. (臨城縣利源礦業有限公司), a limited liability company established in the PRC on 23 April 2004;
“Lincheng Reservoir”	a surface water reservoir with an existing water storage capacity of approximately 170,000,000 m <sup>3</sup> located in Lincheng County, Hebei Province, the PRC;
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange;
“Listing Committee”	the listing sub-committee of the board of the directors of the Stock Exchange;
“Listing Date”	the date on which dealings in the Shares first commence on the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“Liu SPV”	Big Yield Limited, a company incorporated in the BVI. Liu SPV was wholly-owned by Mr. Liu at the time of the acquisition of Mr. Liu’s indirect interest in our Company by our Controlling Shareholders;
“Long Tree”	Long Tree Investment Limited, a special purpose vehicle for an investment consortium, held by Long Tree Capital, or LTC, the largest investor, and five other investors, including Eastern Wisdom Capital, Primerose Development Group Limited, Total Formation Inc., Smart Value International Limited and Sino Classic Investments Limited. LTC is a China-based private equity firm established in 2007;

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“Longjiawan Reservoir”	a surface water reservoir with a designed water storage capacity of approximately 300,000 m <sup>3</sup> , located in Lincheng County, Hebei Province, the PRC;
“Macquarie”	Macquarie Capital Securities Limited;
“Memorandum”	the memorandum of association of our Company adopted on 25 September 2009, as amended from time to time;
“MEP”	Ministry of Environmental Protection of the PRC (中華人民共和國環境保護部);
“MLR”	Ministry of Land and Resources of the PRC (中華人民共和國國土資源部);
“MMAC”	Metallurgical Mines’ Association of China;
“Modern Global”	Modern Global Holdings Limited, an investment holding company incorporated in the BVI. Modern Global is an indirect wholly-owned subsidiary of NWS;
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外貿易經濟合作部);
“Mr. Chen”	Chen Zhiqing (陳志慶);
“Mr. Liu”	Liu Hui (劉輝);
“Mr. Sin”	Sin, Dominic (洗導明);
“Mr. Yip”	Yip Cheuk Yin, Ryan (葉卓然);
“Mr. Zhao”	Zhao Haofu (趙浩富);
“Mysteel”	Mysteel.com, a professional website designed to supply various information services to the steel industry;
“Nasdaq”	The Nasdaq Stock Market, Inc.;
“NBSC”	National Bureau of Statistics of China;
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會);
“New World Development” or “NWD”	New World Development Company Limited (Stock Code: 17), a company with limited liability incorporated in Hong Kong, the ordinary shares of which are listed on the Stock Exchange. It held approximately 59.79% shareholding interest of NWS as of the Latest Practicable Date;
“New World Group”	New World Development and its subsidiaries, from time to time;



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“No. 1 Processing Facility”	an existing ore processing facility with processing capacity of 1,300 ktpa as at the end of Phase One and located near the Yanjiazhuang Mine;
“No. 2 Processing Facility”	an existing ore processing facility located near the Yanjiangzhuang Mine and which is currently being upgraded in Phase One to achieve processing capacity of 1,700 ktpa;
“No. 3 Processing Facility”	a planned ore processing facility with planned processing capacity of 4,000 ktpa proposed to be constructed at the Yanjiazhuang Mine by August 2011;
“No. 4 Processing Facility”	a planned ore processing facility with planned processing capacity of 3,500 ktpa proposed to be constructed at the Yanjiangzhuang Mine in the second quarter of 2012;
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會), the national legislative body of the PRC;
“NWS”	NWS Holdings Limited (Stock Code: 659), a company with limited liability incorporated in Bermuda, the ordinary shares of which are listed on the Stock Exchange;
“NWS Group”	NWS and its subsidiaries, from time to time;
“NWS Mining”	NWS Mining Limited, an investment holding company incorporated in the BVI. NWS Mining is an indirect wholly-owned subsidiary of NWS;
“NWS Resources”	NWS Resources Limited, an investment holding company incorporated in the BVI. NWS Resources is a direct wholly-owned subsidiary of NWS;
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage fee, SFC transaction levy and Stock Exchange trading fee), to be agreed upon by us (for ourselves and on behalf of the Selling Shareholder) and the Joint Bookrunners (on behalf of the Underwriters) on or before the Price Determination Date, and at which the Offer Shares are to be subscribed for and issued, or purchased and sold, pursuant to the Global Offering;
“Offer Share(s)”	the Hong Kong Offer Shares and the International Placing Shares including, where relevant, the Option Shares;
“open”	refers to a resource or ore body that has not yet been defined by drilling, but in respect of which the existing adjacent ore body is generally considered likely to extend into, based on the drilling conducted on the existing adjacent ore body;
“Option Shares”	the 150,000,000 Shares to be sold by the Selling Shareholder pursuant to the Over-allotment Option;

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“Orient Chance”	Orient Chance Limited, a limited liability company incorporated in the BVI. Orient Chance is an indirect wholly-owned subsidiary of NWS;
“Original Bondholders”	holders of the Exchangeable Bonds, namely (i) APOF, (ii) China Gate and (iii) Long Tree, prior to being transferred to Pioneer Vast and Star Valiant, the details of which are described in the section headed “History, Reorganization and Corporate Structure” in this Prospectus;
“Over-allotment Option”	the option granted by the Selling Shareholder under the International Underwriting Agreement to the International Underwriters exercisable by the Sole Global Coordinator on behalf of the International Underwriters for up to 30 days after the last day for lodging applications under the Hong Kong Public Offering, to require the Selling Shareholder to sell up to an aggregate of 150,000,000 Option Shares representing 15.0% of the initial number of Offer Shares, at the Offer Price, to, among other things, cover over-allocations (if any) in the International Placing, details of which are further described in the section headed “Structure of the Global Offering — The International Placing” in this Prospectus;
“Overseas NWD Shareholders”	registered holders of the shares of NWD whose addresses on the register of members of NWD were outside Hong Kong as of 5:00 p.m. on the Record Date;
“Overseas NWS Shareholders”	registered holders of the shares of NWS whose addresses on the register of members of NWS were outside Hong Kong as of 5:00 p.m. on the Record Date;
“PBOC”	the People’s Bank of China (中國人民銀行);
“Perfect Move”	Perfect Move Limited, an investment holding company incorporated in the BVI;
“Phase One”	the first Phase of the Company’s three-phase expansion plan, expected to be completed in June 2011, to increase mining and ore processing capacities to achieve total mining and ore processing capacities of 3,000 ktpa to produce approximately 760 ktpa of iron concentrate;
“Phase Two”	the second phase of the Company’s three-phase expansion plan, expected to be completed in the third quarter of 2011, to increase mining and ore processing capacities by 4,000 ktpa to achieve total mining and ore processing capacities of 7,000 ktpa to produce approximately 1,770 ktpa of iron concentrate;
“Phase Three”	the third phase of the Company’s three-phase expansion plan, expected to be completed in the second quarter of 2012, to increase mining and ore processing capacities by 3,500 ktpa to achieve total mining and ore processing capacities of 10,500 ktpa to produce approximately 2,655 ktpa of iron concentrate. We expect to reach this level of production in October 2012;

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“Plus All”	Plus All Holdings Limited, a wholly-owned subsidiary of Shougang Hong Kong;
“Pioneer Vast”	Pioneer Vast Limited, an investment holding company incorporated in the BVI. Pioneer Vast is an indirect wholly-owned subsidiary of NWS;
“PRC” or “China”	the People’s Republic of China excluding, for the purpose of this Prospectus, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“PRC GAAP”	the generally accepted accounting principles of the PRC;
“PRC Government”	the central government of the PRC including all government subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them;
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by our Company on 25 January 2011, the principal terms of which are summarized in the section headed “Statutory and General Information – D. Pre-IPO Share Option Scheme” in Appendix VIII to this Prospectus;
“Precise Power”	Precise Power Holdings Limited, a company incorporated in the BVI. Precise Power was controlled by Mr. Zhao in 2006;
“Preferential Offering”	the Preferential Offering to the Qualifying NWD Shareholders and Qualifying NWS Shareholders of 40,000,000 Reserved Shares in aggregate (representing 5% of the 800,000,000 new Shares available under the Global Offering), at the Offer Price, on and subject to the terms and conditions stated herein and in the <b>light orange</b> and <b>blue</b> Application Forms, as further described in “Structure of the Global Offering — The Preferential Offering” in this Prospectus;
“Preferential Offering Documents”	this Prospectus, the <b>light orange</b> Application Form, the <b>blue</b> Application Form and any announcements, offer awareness materials and summary disclosure materials in the agreed form issued by our Company and/or NWD and/or NWS in connection with the Preferential Offering (including any supplement or amendment thereto);
“Price Determination Agreement”	the agreement to be entered into by the Joint Bookrunners (on behalf of the Underwriters) and our Company (on our own behalf and on behalf of the Selling Shareholder) on the Price Determination Date to record and fix the Offer Price;
“Price Determination Date”	the date, expected to be on or around 24 June 2011, on which the Offer Price is fixed for the purposes of the Global Offering, and in any event no later than 28 June 2011;
“Prospectus”	this Prospectus in connection with the Hong Kong Public Offering;
“Q1”	the first quarter of a calendar year;

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“Q2”	the second quarter of a calendar year;
“Q3”	the third quarter of a calendar year;
“Q4”	the fourth quarter of a calendar year;
“QIBs”	qualified institutional buyers within the meaning of Rule 144A;
“Qualifying NWD Shareholders”	holders of the shares of NWD, whose names appear on the register of members of NWD as of 5:00 p.m. on the Record Date, other than the Overseas NWD Shareholders;
“Qualifying NWS Shareholders”	holders of the shares of NWS, whose names appear on the register of members of NWS as of 5:00 p.m. on the Record Date, other than the Overseas NWS Shareholders;
“Record Date”	16 June 2011, being the record date for ascertaining the Assured Entitlement;
“Regulation S”	Regulation S under the U.S. Securities Act;
“Reorganization”	the reorganization arrangements implemented by the Group in preparation for the Listing which is more particularly described in the section headed “Statutory and General Information — A. Further Information about Our Company — 4. Reorganization” in Appendix VIII to this Prospectus;
“Repurchase Mandate”	the general mandate granted to our Directors to repurchase Shares, details of which are set out in the section headed “Statutory and General Information — A. Further Information about Our Company — 3. Written resolutions of the Shareholders passed on 9 April 2010, 25 January 2011, 8 June 2011 and 10 June 2011” in Appendix VIII to this Prospectus;
“Reserved Shares”	the 40,000,000 Shares offered pursuant to the Preferential Offering at the Offer Price to the Qualifying NWD Shareholders and the Qualifying NWS Shareholders, representing 5% of the 800,000,000 new Shares available under the Global Offering;
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of the PRC;
“Rothschild”	Rothschild (Hong Kong) Limited;
“Rule 144A”	Rule 144A under the U.S. Securities Act;
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局);
“SAIC”	the State Administration for Industry and Commerce of the PRC (中國國家工商行政管理總局);

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“Sale Shares”	the 200,000,000 Shares (subject to adjustment and without taking into account the Over-allotment Option) offered for sale by the Selling Shareholder at the Offer Price under the International Placing;
“SAWS”	State Administration of Work Safety of the PRC (中華人民共和國國家安全生產監督管理總局);
“Selling Shareholder”	Fast Fortune;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Shangzhengxi Mine”	Shangzhengxi iron ore mine (上鄭西鐵礦), an iron ore mine located near Shahe City, Hebei Province, the PRC, approximately 120 km from the Yanjiazhuang Mine;
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal or par value of HK\$0.10 each;
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 9 April 2010, the principal terms of which are summarized in the section headed “Statutory and General Information — E. Share Option Scheme” in Appendix VIII to this Prospectus;
“Shareholder(s)”	holder(s) of our Share(s);
“Shougang Agreement”	the agreement entered into by Shougang Hong Kong and the Company on 28 April 2011, the principal terms of which include sales of iron concentrate, future strategic cooperation and technical support;
“Shougang Corporation”	Shougang Corporation, a state-owned enterprise in the PRC. One of Shougang Corporation’s subsidiaries is Shougang Concord International Enterprises Company Limited, that is listed on the Stock Exchange;
“Shougang Hong Kong”	Shougang Holding (Hong Kong) Limited, a subsidiary of Shougang Corporation, a company incorporated in Hong Kong and is an Independent Third Party;
“Sinosteel”	Sinosteel Engineering Design & Research Institute (中鋼集團工程設計研究院), an Independent Third Party;
“Sole Global Coordinator”	Citi;
“Stabilizing Manager”	Citi;

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“Standlink”	Standlink Holdings Ltd., a company incorporated in the BVI. Standlink was wholly-owned by Mr. Yip at the time of the acquisition of Mr. Yip’s indirect interest in our Company by our Controlling Shareholders;
“Star Valiant”	Star Valiant Limited, an investment holding company incorporated in the BVI. Star Valiant is a subsidiary of VMS in which VMS holds all the voting rights as well as approximately 89.1% of the right to dividends and other distributions;
“Start Well”	Start Well International Ltd., an investment holding company incorporated in the BVI. Start Well was wholly-owned by Mr. Sin at the time of the transfer of Start Well’s indirect and direct interest in our Company to Aleman and Mr. Zhao, respectively;
“Steelhome”	Shanghai Steelhome Information Technology Co., Ltd.;
“Stock Borrowing Agreement”	a stock borrowing agreement expected to be entered into on or about 24 June 2011 among the Stabilizing Manager and Fast Fortune pursuant to which Fast Fortune will agree to lend up to 150,000,000 Shares to the Stabilizing Manager on terms set out therein;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Stream Joy”	Stream Joy Limited, a limited liability company incorporated in Hong Kong. Stream Joy is an indirect wholly-owned subsidiary of NWS;
“Subscription Agreement”	the subscription agreement dated 17 January 2010 entered into among the Bond Issuer, the Guarantors and the Original Bondholders, pursuant to which the Original Bondholders agreed to purchase, and the Bond Issuer agreed to issue, secured exchangeable bonds in the amount of US\$60.0 million, a summary of which is set out in the section headed “History, Reorganization and Corporate Structure – Issuance of the Exchangeable Bonds by Faithful Boom (January – March 2010)” in this Prospectus;
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules;
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“Tianjin Chuangji”	Tianjin Chuangji Industry Development Company Limited (天津創吉實業發展有限公司), a limited liability company established in the PRC. Tianjin Chuangji is an indirect wholly-owned subsidiary of NWS;
“Track Record Period”	the period comprising the three financial years of the Group ended 31 December 2010;
“Underwriters”	the Hong Kong Underwriters and the International Underwriters;

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## DEFINITIONS

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“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement;
“United States” or “U.S.”	the United States of America;
“US¢” or “U.S. cents”	United States cents, the lawful currency of the United States;
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States;
“U.S. Securities Act”	the United States Securities Act of 1933, as amended from time to time;
“USGS”	the United States Geological Survey, a fact-finding research organization of the United States government which engages in four major science disciplines concerning biology, geography, geology and hydrology;
“VAT”	Value-added tax;
“Venca”	Venca Investments Limited, an investment holding company incorporated in the BVI. Venca is a wholly-owned subsidiary of the Company;
“VMS”	VMS Investment Group Limited, a limited company incorporated in the BVI whose entire interest is owned by Ms. Mak Siu Hang, Viola;
“VMS Securities”	VMS Securities Limited, a subsidiary of VMS. VMS Securities is licensed to conduct type 1, type 4, type 6 and type 9 regulated activities under the SFO;
“we” or “us” or “our” or “the Group”	Newton Resources Ltd or its predecessors, and except where the context otherwise requires, all of its subsidiaries from time to time;
“Wen’an Iron & Steel”	Hebei New Wuan Iron and Steel Group Wen’an Iron & Steel Co., Ltd. (河北新武安鋼鐵集團文安鋼鐵有限公司), an Independent Third Party;
“WSA”	World Steel Association;
“WTO”	World Trade Organization;
“Xing Rong Coal Mine”	Lincheng County Xing Rong No.1 Coal Mine (臨城興融第一煤礦), a coal mine located in Lincheng Village, Lincheng County, Hebei Province, the PRC;
“Xingtai Longhai”	Xingtai Longhai Iron and Steel Group Ltd. (邢臺龍海鋼鐵集團有限公司), an Independent Third Party;
“Xingtai Weilai”	Xingtai Weilai Smelting Foundry Co., Ltd. (邢臺未來冶煉鑄造有限公司), an Independent Third Party;
“Xingye Mining”	Lincheng Xingye Mineral Resources Co., Ltd (臨城興業礦產資源有限公司), a sino-foreign joint venture established in the PRC on 10 May 2006. Xingye Mining is a subsidiary of the Company as to 99.0% of its equity interest;

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## DEFINITIONS

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“Yanjiazhuang Mine”	Lincheng Xingye Mineral Resources Co., Ltd Yanjiazhuang Mine (臨城興業礦產資源有限公司閆家莊鐵礦), an iron ore mine located in Yanjiazhuang Mining Area, Shiwopu, Haozhuang Town, Lincheng County, Hebei Province, the PRC;
“Yanjiazhuang Reservoir”	a surface water reservoir with an existing water storage capacity of approximately 120,000 m <sup>3</sup> located in Lincheng County, Hebei Province, the PRC;
“Zhao SPV”	Wonderful Sky Limited, a company incorporated in the BVI. Zhao SPV was wholly-owned by Mr. Zhao at the time of the acquisition of Mr. Zhao’s indirect interest in our Company by our Controlling Shareholders; and
“%”	per cent.

*The English names of the PRC nationals, entities, departments, facilities, certificates, titles and the like mentioned in this Prospectus are translations from their Chinese names. If there is any inconsistency, the Chinese names shall prevail.*

*Unless otherwise specified, all references to any shareholdings in the Company assume no exercise of the Over-allotment Option.*