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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)

RESTORATION OF PUBLIC FLOAT

Reference is made to the announcement of Newton Resources Ltd (the “**Company**”) dated 14 November 2012 in relation to, among others, the level of public float of the Company (the “**Announcement**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the Announcement.

Since the publication of the Announcement, the Company has closely monitored the shareholding of the Company and has been informed by Fast Fortune that it had disposed of 230,000,000 Shares, representing approximately 5.75% of the issued share capital of the Company, to three institutional investors (the “**Purchasers**”) at the average price of HK$1.02 per Share (the “**Shares Sale**”). According to the confirmation from the broker of Fast Fortune, the Purchasers are third parties independent of the Company and its connected persons (as defined under the Listing Rules). Immediately after completion of the Shares Sale, Fast Fortune holds 480,000,000 Shares and its shareholding interests in the issued share capital of the Company has reduced from approximately 17.75% to approximately 12%.

The Board confirms that, to the best of its knowledge, information and belief, based on the shareholding records available and having made all reasonable enquiries, immediately after completion of the Shares Sale, approximately 1,001,430,000 Shares are currently held in public hands (within the meaning of Rule 8.24 of the Listing Rules) and the public float of the Company has been restored to approximately 25.04% which is in compliance with the 25% minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules. It is expected that none of the Purchasers has become a substantial shareholder (as defined under the Listing Rules) of the Company immediately after completion of the Shares Sale.

The following is a summary of the shareholding structure of the Company immediately before and immediately after completion of the Shares Sale:-

	Before Completion of the Shares Sale		**After Completion of the Shares Sale**	
Substantial Shareholders	*No. of Shares*	*Approximate %*	*No. of Shares*	*Approximate %*
Faithful Boom	1,920,000,000	48.00	1,920,000,000	48.00
Fast Fortune	710,000,000	17.75	480,000,000	12.00
Plus All	228,570,000	5.71	228,570,000	5.71
Lord Fortune	370,000,000	9.25	370,000,000	9.25
Public Shareholders				
Purchasers of the Shares Sale	–	–	230,000,000	5.75
Other public shareholders	771,430,000	19.29	771,430,000	19.29
Total	**4,000,000,000**	**100.00**	**4,000,000,000**	**100.00**

According to the information disclosed by the directors (the "Directors") and substantial shareholders of the Company and recorded in the registers required to be kept under Section 336 of the Securities and Futures Ordinance, none of the Directors, chief executive and the substantial shareholders have purchased any Shares of the Company during the period from 14 November 2012 (date of last Announcement) up to the date of this announcement. If the Company is aware of any purchase of Shares of the Company by the Directors or any connected persons or their associates (as defined under the Listing Rules) during the above period, the Company will immediately make a further announcement.

On behalf of the Board
Newton Resources Ltd
Cheng Kar Shun
Chairman and Non-Executive Director

Hong Kong, 27 November 2012

As at the date of this announcement, the executive Directors of the Company are Ms. Yu Shuxian, Mr. Jiao Ying, Mr. Li Yuelin, Mr. Lin Zeshun and Mr. Liu Yongxin; the non-executive Directors of the Company are Dr. Cheng Kar Shun, Mr. Lam Wai Hon, Patrick and Mr. Cheng Chi Ming, Brian; and the independent non-executive Directors of the Company are Mr. Tsui King Fai, Mr. Lee Kwan Hung and Mr. Wu Wai Leung, Danny.