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GOOD FELLOW RESOURCES HOLDINGS LIMITED

金威資源控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code : 00109)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(1) of the Listing Rules.

The Board wishes to inform the shareholders of the Company and potential investors that based on the preliminary review of the unaudited consolidated management accounts of the Group, it is expected to record a loss for the six months ended 31 December 2011 as compared to the profit recorded in the same period in 2010.

The information contained in this announcement is only a preliminary assessment by the Board based on the information currently available and the unaudited consolidated management accounts of the Group, which have not been reviewed, confirmed nor audited by the Company's independent auditors.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Good Fellow Resources Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to the Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Based on a preliminary review by the board of directors of the Company (the “**Board**”) of the unaudited consolidated management accounts of the Group, the Board wishes to inform the shareholders of the Company and potential investors that the Group is expected to record a loss for the six months ended 31 December 2011 as compared to the profit recorded in the same period in 2010. Based on the relevant information currently available to the Company, the Board considers that such loss was mainly attributable to net fair value losses on investments held for trading.

As the Company is still in the course of preparing its interim results for the six months ended 31 December 2011, the information contained in this announcement is only a preliminary assessment by the Board based on the information currently available and the unaudited consolidated management accounts of the Group, which have not been reviewed, confirmed nor audited by the Company's independent auditors. The overall financial results of the Group for the six months ended 31 December 2011 will only be ascertained when all the relevant results are finalised. The interim results of the Group for the six months ended 31 December 2011 are expected to be announced by the Company by the end of February 2012. Shareholders of the Company and potential investors are advised to read the interim results announcement of the Company when it is published.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Good Fellow Resources Holdings Limited
Chan Chi Ming Tony
Company Secretary

Hong Kong, 15 February 2012

List of all the Directors as of the date of this announcement:

Executive Directors:

Mr. Ng Leung Ho
(Chairman)
Mr. Lo Wan Sing, Vincent
(Vice-Chairman and Managing Director)

Independent Non-Executive Directors:

Mr. Chau On Ta Yuen
Mr. Law Wai Fai
Ms. Xu Lei

** For identification purpose only.*