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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: 109)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Good Fellow Resources Holdings Limited (the “**Company**”) will be held at Macau Jockey Club Members’ Club House (Golden Dynasty Function Room V1), 3rd Floor, East Wing, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong at 9:30 a.m. on 30 January 2012 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution:

#### **ORDINARY RESOLUTION**

**“THAT**

- (A) the agreement dated 30 September 2011 as supplemented by the supplemental agreement dated 28 October 2011 (collectively the “**Agreement**”) entered into among the Company as vendor, Grand Supreme Limited, a wholly owned subsidiary of China Grand Forestry Green Resources Group Limited as the Purchaser and China Grand Forestry Green Resources Group Limited (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) in relation to, among other matters, the sale and purchase of the entire issued share capital of Great Peace Global Group Limited (the “**Target Company**”) and the shareholder’s loan owing or incurred by the Target Company to the Company at completion at a consideration of HK\$942,000,000 and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (B) any one or more of the directors of the Company (the “**Directors**”) be and is/ are hereby authorised to execute such all other documents, do all other acts and things and take such action as may in the opinion of the Director(s) be necessary, desirable or expedient to implement and give effect to the Agreement and any other transactions contemplated under the Agreement.”

By order of the Board  
**Good Fellow Resources Holdings Limited**  
**Ng Leung Ho**  
*Chairman*

Hong Kong, 10 January 2012

\* *For identification purpose only*

*Head office and Principal place of business in Hong Kong:*  
Rooms 3310-3311, 33rd Floor, West Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, on a poll, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's Hong Kong branch registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, No. 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof.

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