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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)

FURTHER DELAY IN DESPATCH OF CIRCULAR

Reference is made to the announcements of Good Fellow Resources Holdings Limited (the “**Company**”) dated 29 January 2015 and 18 February 2015 respectively in relation to, among other things, Proposed Placing, the Proposed Subscription and the Whitewash Waiver (collectively, the “**Announcements**”). Unless otherwise stated herein, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

As stated in the announcement of the Company dated 18 February 2015, the despatch of a circular (the “**Circular**”) containing, among other things, (a) further details of the Proposed Placing, the Proposed Subscription and the Whitewash Waiver; (b) the recommendation of the Independent Board Committee to the Independent Shareholders; (c) the letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Proposed Subscription and the Whitewash Waiver; and (d) a notice of SGM, would be postponed and was expected to be despatched to the Shareholders on or before 6 March 2015.

As additional time is required for preparation and finalisation of certain information for inclusion in the Circular, including and the letter from the Independent Financial Adviser, it is expected that the despatch date of the Circular will be further postponed to a date falling on or before 16 March 2015.

The Company has applied to the Executive for a waiver from strict compliance with Rule 8.2 of the Takeovers Code by extending the despatch date of the Circular to no later than 16 March 2015 and the Executive has indicated that it is minded to grant consent to such waiver application.

The completion of the Proposed Placing and Proposed Subscription is conditional upon satisfaction of certain conditions precedent and may or may not proceed. Shareholders of the Company and investors are advised to exercise caution when dealing in the Shares and if they are in any doubt about their position, they should consult their professional advisers.

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

Hong Kong, 6 March 2015

As at the date of this announcement, (i) the executive directors of the Company are Mr. Ng Leung Ho and Mr. Lo Wan Sing, Vincent; and (ii) the independent non-executive directors of the Company are Mr. Law Wai Fai, Mr. Chau On Ta Yuen and Ms. Xu Lei.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.