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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)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

This announcement is made by Good Fellow Resources Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcement (the “**Announcement**”) and circular (the “**Circular**”) of the Company dated 29 January 2015 and 12 March 2015 respectively in relation to, among other things, the Proposed Placing, the Proposed Subscription and the Whitewash Waiver and the announcements made by Company dated 19 and 20 March 2015 pursuant to Rule 3.8 of the Takeovers Code. Unless otherwise stated herein, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board wishes to announce that an aggregate of 2,500,000 new Shares (“**Option Shares**”) have been allotted and issued by the Company on 26 March, 2015 pursuant to the exercise of options granted under the Share Option Scheme.

As at the date of this announcement and immediately after the allotment and issue of the Option Shares as described above, the Company has (i) 1,490,594,000 Shares in issue; and (ii) 14,100,000 Outstanding Options. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

The associates (within the meaning ascribed thereto under the Takeovers Code, including but not limited to any person holding 5% or more of a class of relevant securities of the Company) of the Company are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

\* *For identification purpose only*

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.

**Shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in the Shares and/or other securities of the Company.**

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

Hong Kong, 26 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.*