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GOOD FELLOW GROUP LIMITED

金威集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 910)

MONTHLY ANNOUNCEMENT IN RESPECT OF THE CONVERTIBLE NOTE

Reference is made to the Company's Announcement and Circular. The Company made this announcement as per the undertakings given to the Stock Exchange to inform Shareholders and investors of future dilution in shareholdings as a result of the conversion of the Convertible Notes into new Shares.

Reference is made to the Company's announcement dated 1 June 2006 (the "Announcement") and circular to shareholders dated 18 April 2006 (the "Circular"). Reference is also made to the Company's previous monthly announcement dated 3 July 2006. The Company made this announcement as per the undertakings given to the Stock Exchange to inform Shareholders and investors of future dilution in shareholdings as a result of the conversion of the Convertible Notes into new Shares. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Directors report that Conversions have been made by the Convertible Note holders during July 2006 and resulted in new Shares being issued, details of which are set out as follows:

Date of conversion notice	No. of conversion notice received	No. of new Conversion Shares issued	Price (HK\$)	Principal amount of Convertible Notes converted (HK\$)	Date of issue of the new Shares
3 July 2006	1	<u>170,000,000</u>	0.12	<u>20,400,000</u>	7 July 2006

Apart from the foregoing, there had not been any other Shares issued or cancelled by the Company under any other transactions during the month of July 2006. After accounting for the effect of the above conversions, the aggregate outstanding principal amount of the Convertible Bonds is HK\$171,400,000.

Changes in the issued share capital of the Company for the month of July 2006 are as follows:

	Issued share capital (HK\$)	Number of issued Shares at par value of HK\$0.10 each
As at 1 July 2006	387,980,760	3,879,807,600
Total number of new Shares issued during the month pursuant to conversion of the Convertible Bonds	<u>17,000,000</u>	<u>170,000,000</u>
As at the date of this announcement	<u>404,980,760</u>	<u>4,049,807,600</u>

GENERAL

As at the date of this announcement, the Board of Directors of the Company comprises of Mr. Ng Leung Ho, Ms. Lee Ming Hin, Mr. Wang Weining, Mr. Hu Xiaoming and Mr. Ge Wen Hong being the Executive Directors, Mr. Ng Leung Tung being the Non-Executive Director and Mr. Lo Chung Kin, Mr. Zhou Zi Ping and Mr. Zhu Jian Hong being the Independent Non-Executive Directors.

By Order of the Board
Good Fellow Group Limited
Ng Leung Ho
Chairman

Hong Kong, 1 August 2006

* *For identification purposes only*

Please also refer to the published version of this announcement in The Standard.