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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Good Fellow Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)

**PROPOSED CHANGE OF COMPANY NAME**

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A notice convening the special general meeting of Good Fellow Group Limited to be held at Annapurna Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on 16 November 2006 at 11:00 a.m. or any adjournment thereof is set out on page 5 and 6 of this circular.

A form of proxy for use at the special general meeting of Good Fellow Group Limited is enclosed with this circular. Whether or not you are able to attend and vote at the special general meeting, please complete and return the enclosed proxy form in accordance with the instructions printed thereon and return the same to Good Fellow Group Limited's branch share registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the special general meeting or any adjournment thereof should you so wish.

\* *For identification purpose only*

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Board”	the board of Directors
“Change of Company Name”	The proposed change of the name of the Company to “China Grand Forestry Resources Group Limited” and subject to the new English name of the Company becoming effective, the adoption of “中國林大資源集團有限公司” as its new Chinese name for identification purposes only
“Company”	Good Fellow Group Limited, a limited liability company incorporated in Bermuda, whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“SGM”	the special general meeting of the Company to be convened and held at Annapurna Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong on 16 November 2006 at 11:00 a.m. (or any adjournment thereof), the notice of which is set out on page 5 to 6 of this circular
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Ng Leung Ho (*Chairman*)  
Ms. Lee Ming Hin  
Mr. Hu Xiaoming  
Mr. Wang Weining  
Mr. Ge Wen Hong

*Non-executive Director:*

Mr. Ng Leung Tung

*Independent Non-executive Directors:*

Mr. Zou Zi Ping  
Mr. Lo Cheung Kin  
Mr. Zhu Jian Hong

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal*

*place of business in Hong Kong:*  
Unit 3405,  
34th Floor, China Merchants Tower,  
Shun Tak Centre,  
168-200 Connaught Road Central,  
Hong Kong

3 October 2006

*To the Shareholders*

Dear Sir or Madam,

### PROPOSED CHANGE OF COMPANY NAME

#### INTRODUCTION

On 29 September 2006, the Board announced the proposal for the Change of Company Name.

The purposes of this circular are to provide the Shareholders with (i) further information on the Change of Company Name and (ii) the notice of the SGM to be convened and held for the purpose of considering and, if thought fit, approving the necessary resolution to implement the proposal for the Change of Company Name.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF COMPANY NAME

The Board proposes to put forward at the Special General Meeting a resolution to change the name of the Company from “Good Fellow Group Limited” to “China Grand Forestry Resources Group Limited”. It is also proposed that subject to the new English name of the Company becoming effective, the Company will adopt “中國林大資源集團有限公司” as its new Chinese name for identification purposes only. The proposed change of name is subject to, among other things, the Shareholders’ approval at the SGM.

The proposed change of Company name (the “Change of Company Name”) is to signify the Company’s intention to focus on the development of the new ecological forestry business and will take effect from the date on which the new name is entered on the register by the Registrar of Companies in Bermuda in place of the existing name. Upon the Change of Company Name becoming effective, all existing share certificates bearing the current name of Good Fellow Group Limited will continue to be evidence of title to Shares and will continue to be valid for trading, settlement and registration purposes and the rights of the Shareholders will not be affected as a result of the Change of Company Name. Should the Change of Company Name become effective, any issue of share certificates thereafter will be in the new company name and the securities of the Company will be traded on the Stock Exchange in the new name. The Company will make a press announcement when the Change of Company Name becomes effective.

### SGM

Set out on page 5 and 6 of this circular is a notice convening the SGM to consider and, if thought fit, to approve the special resolution relating to the Change of Company Name.

A form of proxy for use at the SGM is enclosed herewith. Whether or not you are able to attend and vote at the SGM, please complete the enclosed form of proxy and return it to the Company’s branch share registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish.

### PROCEDURES FOR DEMANDING A POLL

Pursuant to the bye-laws of the Company, a poll may be demanded in relation to any resolution put to the vote of the SGM before or on the declaration of the result on the show of hands or on the withdrawal of any other demand for a poll:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or

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## LETTER FROM THE BOARD

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- (c) by a Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

On a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative), or by proxy shall (save as provided otherwise in this Bye-law) have one vote, and on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a share in advance of calls or installments shall be treated for the purposes of this Bye-law as paid on the Share). On a poll, a Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all his votes in the same way.

### RECOMMENDATION

Having considered the circumstances set out herein, the Board considers that the proposed special resolution for the Change of Company Name is fair and reasonable and is in the best interest of the Company and accordingly, recommend all Shareholders to vote in favour of the special resolution at the SGM.

### MISCELLANEOUS

The English version of this circular shall prevail over its Chinese version in case of any inconsistency.

On behalf of the Board  
**Good Fellow Group Limited**  
**Ng Leung Ho**  
*Chairman*

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## NOTICE OF SGM

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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)

#### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “Meeting”) of Good Fellow Group Limited (the “Company”) will be held at Annapurna Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong at 11:00 a.m. on 16 November 2006 (or any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as special resolution of the Company:

#### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies of Bermuda, the name of the Company be changed to “China Grand Forestry Resources Group Limited” and subject to the new English name of the Company becoming effective, “中國林大資源集團有限公司” be adopted as its new Chinese name for identification purpose only; and the directors of the Company be and are hereby authorized to do all such acts, deeds and things as they may, in their absolute discretion, deem fit in order to effect such change of name.”

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

Hong Kong, 3 October 2006

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

*Head office and principal place  
of business in Hong Kong:*  
Unit 3405,  
34th Floor, China Merchants Tower,  
Shun Tak Centre,  
168-200 Connaught Road Central,  
Hong Kong

\* *for identification purpose only*

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## NOTICE OF SGM

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*Notes:*

1. Any shareholder entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong at Tengis Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment(s) thereof.
3. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled to vote, whether in person or by proxy. For the purpose, seniority shall be determined by the order in which the name stands first on the registrar of members of the company in respect of the joint holding.