

---

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

---

**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, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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.

---



**GOOD FELLOW GROUP LIMITED**  
**金威集團控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 910)

**PROPOSAL RELATING TO  
GRANTING OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES OF THE COMPANY,  
AMENDMENTS TO THE BYE-LAWS,  
RE-ELECTION OF RETIRING DIRECTORS,  
REFRESHMENT OF THE LIMIT TO GRANT OPTIONS  
UNDER THE SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening an annual general meeting of **GOOD FELLOW GROUP LIMITED** (the "Company") to be held on Tuesday, 28 November, 2006 at Tien Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong, at 11:00 a.m. is set out on pages 14 to 19 of this circular. A form of proxy for use at the annual general meeting is enclosed. Whether or not you are able to attend and vote at the annual general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the annual general meeting or any adjourned meeting should you so wish.

\* For identification purpose only

---

# CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
1.    INTRODUCTION .....	3
2.    GENERAL MANDATE TO ISSUE NEW SHARES .....	4
3.    GENERAL MANDATE TO REPURCHASE SHARES .....	5
4.    AMENDMENTS TO THE BYE-LAWS .....	5
5.    PROPOSED RE-ELECTION OF RETIRING DIRECTORS .....	5
6.    REFRESHMENT OF THE LIMIT TO GRANT OPTIONS UNDER THE SHARE OPTION SCHEME .....	6
7.    ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT .....	7
8.    PROCEDURES BY WHICH A POLL MAY BE DEMANDED .....	7
9.    RECOMMENDATION .....	8
<b>APPENDIX I – EXPLANATORY STATEMENT</b> .....	9
<b>APPENDIX II – DETAILS OF DIRECTOR</b> .....	12
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	14

---

## DEFINITIONS

---

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Tien Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong, on Tuesday, 28 November, 2006 at 11:00 a.m. for the purpose of considering, and if thought fit, approving the proposed resolutions set out in this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended, modified or otherwise supplemented from time to time
“Company”	<b>GOOD FELLOW GROUP LIMITED</b> , a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Group”	the Company and its subsidiaries
“Directors”	the directors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 October, 2006, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Scheme Limit”	the total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company, not exceeding 10% of the total issued share capital of the Company
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme of the Company which was adopted on 23 November, 2001

---

## DEFINITIONS

---

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“Takeovers Code”

the Hong Kong Code on Takeovers and Mergers

---

LETTER FROM THE BOARD

---



**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

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Non-executive Director:*

Mr. Ng Leung Tung

*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

*Independent Non-executive Directors:*

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

31 October, 2006

*To the Shareholders*

Dear Sir or Madam,

**PROPOSAL RELATING TO  
GRANTING OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES OF THE COMPANY,  
AMENDMENTS TO THE BYE-LAWS,  
RE-ELECTION OF RETIRING DIRECTORS,  
REFRESHMENT OF THE LIMIT TO GRANT OPTIONS  
UNDER THE SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

At the annual general meeting of the Company held on 31 October, 2005, general mandates were given to the directors to allot, issue and deal with additional Shares and to repurchase Shares on the Stock Exchange. These general mandates will expire at the conclusion of the forthcoming Annual General Meeting.

\* For identification purpose only

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide Shareholders with information relating to the following resolutions to be proposed at the Annual General Meeting together with a notice convening the Annual General Meeting:

- (a) general mandate to issue Shares;
- (b) general mandate to repurchase Shares;
- (c) extension of the general mandate to issue Shares;
- (d) amendments to the Bye-Laws;
- (e) re-election of the Directors; and
- (f) refreshment of the Scheme Limit under the Share Option Scheme.

### **2. GENERAL MANDATE TO ISSUE NEW SHARES**

At the Annual General Meeting, it will be proposed, by way of an ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to issue new Shares up to 20% of the issued share capital of the Company as at the date of the passing of the ordinary resolution (the “New Issue Mandate”). Any issue of new Shares in the Company is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares is issue. As at the Latest Practicable Date, the Company had an aggregate of 4,662,807,600 Shares in issue. Assuming no repurchase or issue of Shares will be made by the Company up to the date of the Annual General Meeting, the Directors would be allowed to issue and deal with under the New Issue Mandate a maximum of 932,561,520 Shares (representing 20% of 4,662,807,600 Shares in issue as at the date of the passing of the resolution granting the New Issue Mandate).

At the Annual General Meeting, an ordinary resolution will be proposed to give the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal value of the Shares in issue as at the date of the passing of the ordinary resolution (the “Repurchase Mandate”).

In addition, it will also be proposed, by way of a separate ordinary resolution, that the New Issue Mandate be extended so that the Directors will be given a general mandate (the “Extension Mandate”) to issue further Shares of an aggregate nominal value equal to the aggregate nominal value of the share capital of the Company repurchased under the Repurchase Mandate.

The New Issue Mandate, the Repurchase Mandate and the Extension Mandate, if approved, will continue in force until the conclusion of the next annual general meeting of the Company or the expiry date for the holding of the next annual general meeting or until revoked or varied by ordinary resolution of Shareholders in general meeting prior to the next annual general meeting.

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in Appendix I to this circular.

---

## LETTER FROM THE BOARD

---

### 3. GENERAL MANDATE TO REPURCHASE SHARES

The Listing Rules contain provisions to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange.

At the Annual General Meeting, an ordinary resolution will be proposed to give the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal value of the Shares in issue as at the date of the passing of the ordinary resolution (the “Repurchase Mandate”).

In addition, it will also be proposed, by way of a separate ordinary resolution, that the New Issue Mandate be extended so that the Directors will be given a general mandate (the “Extension Mandate”) to issue further Shares of an aggregate nominal value equal to the aggregate nominal value of the share capital of the Company repurchased under the Repurchase Mandate.

The New Issue Mandate, the Repurchase Mandate and the Extension Mandate, if approved, will continue in force until the conclusion of the next annual general meeting of the Company or the expiry date for the holding of the next annual general meeting or until revoked or varied by ordinary resolution of Shareholders in general meeting prior to the next annual general meeting.

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in Appendix I to this circular.

### 4. AMENDMENTS TO THE BYE-LAWS

The proposed amendments to Bye-laws are as follows:

- (1) to bring the Bye-laws in line with Rule 13.39(3) and E.2 of Appendix 14 of the Listing Rules regarding circumstances in which a poll has to be demanded by the chairman or directors, by way of proposed amendment as set out in resolution no. 8(a) and (b) of the notice of the Annual General Meeting;
- (2) to bring the Bye-laws in line with provision A.4.2 of Appendix 14 of the Listing Rules in order that every Director is subject to retirement by rotation at least once every three years, by way of proposed amendment as set out in resolution no. 8(c) and (d) of the notice of the Annual General Meeting;

The full text of the proposed amendments is contained in the Notice of the Annual General Meeting on pages 14 to 19 of this circular. Special resolutions will be proposed to seek approval from the Shareholders at the Annual General Meeting on the amendments to the Bye-laws.

### 5. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of nine Directors, namely, Mr. Ng Leung Ho, Ms. Lee Ming Hin, Mr. Hu Xiaoming, Mr. Wang Weining, Mr. Ge Wen Hong, Mr. Ng Leung Tung, Mr. Lo Cheung Kin, Mr. Zou Zi Ping, and Mr. Zhu Jian Hong.

---

## LETTER FROM THE BOARD

---

Pursuant to Bye-law 111(A) and 111(B) of the Bye-laws, Mr. Wang Weining, Mr. Ng Leung Tung and Mr. Lo Cheung Kin shall retire from office by rotation at the Annual General Meeting. Mr. Lo Cheung Kin, being eligible, offers himself for re-election at the Annual General Meeting.

Pursuant to Bye-law 115 of the Bye-laws, Mr. Ge Wen Hong, being director newly appointed during the year, shall retire from office by rotation at the Annual General Meeting and, being eligible, offers himself for re-election at the Annual General Meeting.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### **6. REFRESHMENT OF LIMIT TO GRANT OPTIONS UNDER THE SHARE OPTION SCHEME**

The documented purpose of the Share Option Scheme is to recognize the contribution of the executives and employees to the Group by granting share options to them as incentives or rewards. As at the Latest Practicable Date, apart from the Share Option Scheme, there is no other scheme of arrangement for eligible participants to subscribe for Shares in the Company. Under the rules of the Share Option Scheme:

- (i) the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company cannot exceed 30% of the Shares in issue from time to time. No options may be granted under the Share Option Scheme or any other share option schemes of the Company if such grant would result in the above limit being exceeded;
- (ii) Subject to Shareholders' approval, the maximum number of Shares in respect of which options may be granted under the Share Option Scheme shall not exceed 10% of the Shares in issue at the date of the relevant approval (the "Scheme Limit"); and
- (iii) The Scheme Limit may be refreshed by Shareholders in general meeting, on condition that the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option schemes of the Company under the Limit as refreshed shall not exceed 10% of the total number of Shares in issue as at the date of approval of the "refreshed" Scheme Limit, excluding any options previously granted (including those outstanding options lapsed or cancelled) in accordance with the terms of the Share Option Scheme and any other share option schemes of the Company.

---

## LETTER FROM THE BOARD

---

An aggregate of options to subscribe for 244,800,000 new shares in the Company have been granted under the Share Option Scheme since its adoption and all of these options have been exercised. As at the Latest Practicable Date, there were no outstanding Share options with the Company.

Shareholders' approval will be sought in the forthcoming Annual General Meeting for the refreshment of the Scheme Limit. As at the Latest Practicable Date, the Company had 4,662,807,600 Shares in issue. Assuming no further issue or repurchase of Shares at any time up to the Annual General Meeting, upon refreshment of the Scheme Limit by shareholders at the Annual General Meeting, the Company may grant options entitling holders to subscribe for up to a maximum of 466,280,760 Shares, representing 10% of the total number of Shares in issue as at the date of Annual General Meeting.

The Directors consider that the Company should refresh the Scheme Limit so that the Company will provide more flexibility to provide incentives or rewards to participants for their contribution to the Group and/or enable the Group to recruit and retain high-caliber employees and attract human resource that are valuable to the Group.

Application will be made to the Stock Exchange for listing of, and permission to deal in, any Shares, representing a maximum of 10% of the Shares in issue at the Annual General Meeting which may fall to be issued upon the exercise of any option that may be granted under the Share Option Scheme and any other share option schemes of the Company.

### **7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice convening the Annual General Meeting is set out on pages 14 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve the granting of the New Issue Mandate, the Repurchase Mandate and the Extension Mandate; the re-election of the retiring Directors, the appointment of new Directors and the refreshment of the Scheme Limit.

A form of proxy for the Annual General Meeting is enclosed herewith for use at the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tengis Limited as soon as possible and in any event not less than 48 hours before the time fixed for the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person.

### **8. PROCEDURES BY WHICH A POLL MAY BE DEMANDED**

At any general meeting of the Company, resolutions put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the chairman of the meeting; or

---

## LETTER FROM THE BOARD

---

- (ii) 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
- (iii) 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 representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) 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 in the Company 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 the 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.

### 9. RECOMMENDATION

The Board believes that the resolutions for the New Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of the retiring Directors and the refreshment of the Scheme Limit are all in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By order of the Board  
**Ng Leung Ho**  
*Chairman*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information for Shareholders to consider the Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,644,807,600 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 464,480,760 Shares (representing 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution granting the Repurchase Mandate).

## **2. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Company's memorandum of association and Bye-laws and the applicable laws of Bermuda. Any repurchase of Shares must be funded out of the capital paid up on the repurchased shares or the funds of the Company which would otherwise be available for dividend or distribution, or out of the proceeds of a fresh issue of Shares. Any premium payable on the repurchase must be provided for out of the funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the shares are repurchased.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the latest published audited financial statements contained in the annual report for the year ended 30 June, 2006, in the event that the power to repurchase Shares pursuant to the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company that in the opinion of the Directors are from time to time appropriate for the Company.

## **4. UNDERTAKING**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Bermuda.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## **5. TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Ng Leung Ho held 960,000,000 Shares, representing approximately 20.59 per cent. of the total issued share capital of the Company through Golden Prince Group Limited, of which he beneficially owns the entire issued share capital. Mr. Ng Leung Ho was also personally interested in 90,236,000 Shares, representing approximately 1.94 per cent. of the total issued share capital of the Company. For the purpose of the Takeovers Code, Mr. Ng Leung Ho is taken to have an interest in a total of 1,050,236,000 Shares, representing 22.52 per cent. of the issued share capital of the Company.

On the basis that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting, in the event that the Repurchase Mandate is exercised in full, the attributable shareholding of Mr. Ng Leung Ho would be increased to approximately 28.15 per cent. of the total issued share capital of the Company. Accordingly, on the basis that Repurchase Mandate is exercised in full, the attributable shareholding of Mr. Ng Leung Ho shall remain at a level not exceeding 30 per cent. of the total issued share capital of the Company and he will not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

However, the Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in a mandatory offer being required under the Takeovers Code. The Directors also have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25 per cent.

Saved as disclosed above, the Directors are not aware of any other condition that will trigger a mandatory offer under Rule 26 of the Takeovers Code as a result of the exercise of the Repurchase Mandate.

## **6. SECURITIES REPURCHASES MADE BY THE COMPANY IN PREVIOUS SIX MONTHS**

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the period of six months preceding the Latest Practicable Date.

## 7. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2005</b>		
November ( <i>note</i> )	–	–
December ( <i>note</i> )	–	–
<b>2006</b>		
January	0.210	0.173
February	0.245	0.185
March	0.290	0.236
April	0.275	0.240
May	0.380	0.255
June	0.385	0.265
July	0.395	0.330
August	0.510	0.365
September	0.600	0.495
October (up to Latest Practicable Date)	0.680	0.530

*Note:*

Trading in Shares suspended during the months of November and December 2005

The biographical details of the Directors who will retire from office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election are as follows:

**EXECUTIVE DIRECTOR**

**Mr. Ge Wen Hong**, aged 39, is an executive director of the Company. Mr. Ge obtained his Master of Business Administration degree from the Michigan State University and a Master in quantitative finance degree from the Illinois Institute of Technology in the USA. Mr. Ge also held directorship with certain investment companies of the Group and also Beijing Wan Fu Chun Forest Resources Development Company Limited, being subsidiary of the Company engaged in the Group's newly diversified business in tree plantation and management, manufacture and distribution of forestry products. Prior to joining the Company, Mr. Ge has more than 15 years of experience in the field of financial investment and has worked as a senior quantitative investment analyst of the Chicago-based hedge fund Option Insight Trading Group and a senior credit analyst of the Bank of China. Mr. Ge has not held any other directorship in listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Ge does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) nor any relationships with any other Directors, senior management, substantial shareholder or controlling shareholders of the Company (within the meaning of the Listing Rules).

Mr. Ge has entered into a service contract with the Company for a term of three years commencing 18 May, 2006 and is subject to retirement by rotation and re-election in accordance with the Bye-laws. An annual director's remuneration of HK\$600,000 stated in the service contract was determined by the Board (which is to be authorized by the Shareholders at the Annual General Meeting) with reference to his duties and responsibilities. The director's remuneration may be increased by not more than 5 per cent. after each completed year of service subject to certain conditions. He is also entitled to a discretionary bonus (subject to certain conditions) and reasonable out-of-pocket expenses. The director's remuneration proposed for Mr. Ge for the coming year being HK\$600,000, the equivalent of service contract stipulated amount with no increment raised. In addition, a discretionary bonus may be payable at the end of year, the amount involved of which is expected to be no more than HK\$50,000, the equivalent of the director's remuneration entitlement for a month. If re-appointed at the Annual General Meeting, Mr. Ge will hold office until he retires by rotation in accordance with Bye-law 111(A) or terminated with three months' notice served by either the Company or himself on the other.

There is no information relating to Mr. Ge that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Saved for the foregoing, the Directors are not aware of any other matter that need to be brought to the attention of the Shareholders regarding the appointment of Mr. Ge Wen Hong as executive director of the Company.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Lo Cheung Kin**, aged 58, is an independent non-executive director of the Company. Mr. Lo has served the Company since its incorporation. Mr. Lo is a director of the companies under the Victorfield Group in Hong Kong, a private investment group engaged in property development, management and investment, construction, trading and securities business in Hong Kong and the PRC. Mr. Lo has more than 25 years of experience in corporate management, the tourism and hospitality industry, and property investment, development and management in the PRC. Mr. Lo does not hold any positions in other members of the Company and its subsidiaries or associated companies, and does not hold any directorships in other listed companies over the last 3 years.

As at the Latest Practicable Date, Mr. Lo does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) nor any relationships with any other Directors, senior management, substantial shareholder or controlling shareholders of the Company (within the meaning of the Listing Rules).

Mr. Lo has entered into a service contract with the Company for a term of three years commencing 25 October, 2004 and is subject to retirement by rotation and re-election in accordance with the Bye-laws. The emoluments of Mr. Lo will be determined by the Board (which is to be authorized by the Shareholders at the Annual General Meeting) in its discretion with reference to his duties and responsibilities. There are no contractual provisions for a specific remuneration amount payable to Mr. Lo but the Board anticipates that the annual remuneration for financial year ending 30 June 2007 shall most probably not exceed HK\$100,000. If re-appointed at the Annual General Meeting, Mr. Lo will hold office until he retires by rotation in accordance with Bye-law 111(A) or terminated with three month's notice served by either the Company or himself on the other.

There is no information relating to Mr. Lo that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Saved for the foregoing, the Directors are not aware of any other matter that need to be brought to the attention of the Shareholders regarding the appointment of Mr. Lo Cheung Kin as independent non-executive director of the Company.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### GOOD FELLOW GROUP LIMITED

金威集團控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 910)

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Good Fellow Group Limited (“Company”) will be held at 11:00 a.m. on Tuesday, 28 November, 2006 at Tien Room, Pacific Place Conference Centre, 5/F One Pacific Place, 88 Queensway, Hong Kong to transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements and reports of the directors and auditors for the year ended 30 June, 2006;
2. to re-elect retiring directors and to authorise the board of directors to fix the directors’ remuneration;
3. to re-appoint the Company’s auditors and to authorise the board of directors to fix their remuneration;

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

4. **“THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company, or securities convertible into shares of the Company, or options, warrants, or similar rights to subscribe for any shares of the Company, and to make or grant offers, agreements and options which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

\* For identification purpose only

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of:

- (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and

- (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (the “Companies Act”) or any other applicable law of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company whose name appear on the register of members of the Company on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares, subject to and in accordance with all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable law of Bermuda to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

6. **“THAT:**

subject to the passing of resolution nos. 4 and 5 above, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with unissued shares of the Company pursuant to resolution 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the shares of the Company in issue as at the date of the passing of this resolution.”

7. **“THAT:**

subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of HK\$0.1 each in the share capital of the Company (representing a maximum of 10% of the shares in issue as at the date of passing this Resolution) to be issued pursuant to the exercise of options which may be granted under the share option scheme adopted by the Company on 23rd November, 2001 (the “Share Option Scheme”) and any other share option schemes of the Company, the refreshment of the scheme limit on grant of options under the Share Option Scheme and any other share option schemes of the Company up to 10% of the shares in issue as at the date of passing this Resolution (“the Refreshed Scheme Limit”) be and is hereby approved and any director of the Company be and is hereby authorized to do such act and execute such document to effect the Refreshed Scheme Limit.”

### SPECIAL RESOLUTION

8. **“THAT:**

the Bye-laws of the Company be and are hereby amended in the following manner:

- (a) By deleting the existing Bye-law 73 in its entirety and substituting therefor the following new Bye-law 73:

“73. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the stock exchange in the Relevant Territory or a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) 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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (iii) 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 representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
  - (iv) 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 in the Company 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 the shares conferring that right; or
  - (v) if required by the rules of the stock exchange in the Relevant Territory, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”;
- (b) By inserting before the last sentence of the existing Bye-law 75 the sentence “The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the stock exchange in the Relevant Territory.”;
- (c) By deleting the existing Bye-law 111(A) in its entirety and substituting therefor the following new Bye-law 111(A):
- “111(A). At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.”; and
- (d) By deleting the words “Subject to Bye-law 111(A), a” in the existing Bye-law 127 and replacing therewith the word “A”.”

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

Hong Kong, 31 October, 2006

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*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

*Notes:*

1. Any shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. The proxy need not be a shareholder of the Company.
2. In order to be valid, the enclosed 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 offices of the Company's Hong Kong branch registrars, Tengis Limited at 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 adjourned meeting.
3. The register of members of the Company will be closed from 22 November 2006 to 28 November 2006, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for voting at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's Hong Kong branch registrars, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 21 November, 2006.