

Edgar Filing: GOLD FIELDS LTD - Form 425

GOLD FIELDS LTD  
Form 425  
November 26, 2004

Filed by Harmony Gold Mining Company Limited

Pursuant to Rule 165 and Rule 425 under the United States Securities Act of 1933, as amended

Subject Company: Gold Fields Limited

Commission File No. 333-119880

Date: November 26, 2004

**Harmony Gold Mining Company Limited**

**(Incorporated in the Republic of South Africa)**

(Registration number 1950/038232/06)

Share code: HAR ISIN: ZAE000015228

( Harmony )

NEWS RELEASE FROM HARMONY

26 November 2004

***Supreme Court of Appeal Rules in Favour of Harmony***

Today the Supreme Court Of Appeal of South Africa unanimously upheld the High Court judgment to dismiss Gold Fields Limited's ( Gold Fields ) application to declare Harmony's offers to Gold Fields' shareholders unlawful and to interdict their implementation.

Yet another of Gold Fields' legal challenges to our offers has been decided in our favour. Gold Fields has expended significant time and money on these frivolous legal and regulatory challenges in its attempts to divert shareholders' attention from what Harmony believes are full and fair offers. We urge Gold Fields' shareholders to accept our offer, said CE Bernard Swanepoel.

Edgar Filing: GOLD FIELDS LTD - Form 425

Harmony's early settlement offer is scheduled to close today and the results of this offer will be released as soon as possible.

ENDS

**Issued by (direct line, mobile, email):**

**Harmony Gold**

Ferdi Dippenaar            +27 11 684 0140    +27 82 807 3684  
Corne Bobbert            +27 11 684 0146    +27 83 380 6614

**South Africa - Beachhead Media & Investor Relations**

Jennifer Cohen            +27 (0)11 214 2401    +27 (0)82 468 6469    [jennifer@bmsa.co.za](mailto:jennifer@bmsa.co.za)  
Patrick Lawlor            +27 (0)11 214 2410    +27 (0)82 459 6709    [patrick@bmsa.co.za](mailto:patrick@bmsa.co.za)

**United States - Financial Dynamics Business Communications**

Hollis Rafkin-Sax        +1 212 850 5789    +1 917 509 0255  
[hrafkin-sax@fd-us.com](mailto:hrafkin-sax@fd-us.com)  
Torie Pennington        +1 212 850 5629    +1 917 838 1369  
[tpennington@fd-us.com](mailto:tpennington@fd-us.com)

---

**United Kingdom Financial Dynamics Business Communications**

Nic Bennett +44(0)207 269 7115 +44(0)7979 536 619 nic.bennett@fd.com  
Charles Watenphul +44(0)207 269 7216 +44(0)7866 438 013  
charles.watenphul@fd.com

**US Information Agent - MacKenzie Partners, Inc**

Daniel Burch +212 929 5500  
[proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com)  
Steve Balet +800 322 2885

In connection with the proposed acquisition of Gold Fields, Harmony has filed a registration statement on Form F-4 (which was declared effective by the Securities and Exchange Commission (SEC) on November 19, 2004) and filed a final prospectus, dated November 19, 2004, with the SEC pursuant to Rule 424(b)(5) of the Securities Act of 1933, to register the Harmony ordinary shares (including Harmony ordinary shares represented by Harmony American Depositary Shares (ADSs)) to be issued in exchange for Gold Fields ordinary shares held by Gold Fields shareholders located in the United States and for Gold Fields ADSs held by Gold Fields shareholders wherever located, as well as a Statement on Schedule TO. ***Investors and holders of Gold Fields securities are strongly advised to read the registration statement and the preliminary prospectus, the related exchange offer materials and the final prospectus (when available), the Statement on Schedule TO and any other relevant documents filed with the SEC, as well as any amendments and supplements to those documents, because they will contain important information.*** Investors and holders of Gold Fields securities may obtain free copies of the registration statement, the final prospectus, related exchange offer materials and the Statement on Schedule TO, as well as other relevant documents filed or to be filed with the SEC, at the SEC's web site at [www.sec.gov](http://www.sec.gov). Investors and holders of Gold Fields securities will receive information at an appropriate time on how to obtain transaction-related documents for free from Harmony or its duly designated agent. The final prospectus and other transaction-related documents may be obtained for free from MacKenzie Partners, Inc., the information agent for the U.S. offer, at the following address: 105 Madison Avenue, New York, New York 10016; telephone 1 (212) 929 5500 (call collect) or 1 (800) 322 2885 (toll-free call); e-mail [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com).

This communication is for information purposes only. It shall not constitute an offer to purchase or exchange or the solicitation of an offer to sell or exchange any securities of Gold Fields or an offer to sell or exchange or the solicitation of an offer to buy or exchange any securities of Harmony, nor shall there be any sale or exchange of securities in any jurisdiction in which such offer, solicitation or sale or exchange would be unlawful prior to the registration or qualification under the laws of such jurisdiction. The distribution of this communication may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. The solicitation of offers to buy Gold Fields ordinary shares (including Gold Fields ordinary shares represented by Gold Fields ADSs) in the United States will only be made pursuant to a prospectus and related offer materials that Harmony has sent to holders of Gold Fields securities. The Harmony ordinary shares (including Harmony ordinary shares represented by Harmony ADSs) may not be sold, nor may offers to buy be accepted, in the United States prior to the time the registration statement becomes effective. No offering of securities shall be made in the United States except by means of a prospectus meeting the requirements of Section 10 of the United States Securities Act of 1933, as amended.

**Forward-looking Statements**

Statements in this communication include forward-looking statements that express or imply expectations of future events or results. Forward-looking statements are statements that are not historical facts. These statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, products and services, and

statements regarding future performance. Forward-looking statements are generally identified by the words expect, anticipates, believes, intends, estimates and similar expressions. All forward-looking statements involve a number of risks, uncertainties and other factors, and Harmony cannot give assurances that such statements will prove to be correct. Risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied by the forward-looking statements include, without limitation, the satisfaction of closing conditions, the acceptance or rejection of any agreement by regulators, delays in the regulatory processes, changes in the economic or political situation in South Africa, the European Union, the United States of America and/or any other relevant jurisdiction, changes in the gold industry within any such country or area or worldwide and the performance of (and cost savings realised by) Harmony. Although Harmony's management believes that the expectations reflected in such forward-looking statements are reasonable, investors and holders of Gold Fields securities are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Harmony, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public filings with the SEC made by Harmony and Gold Fields, including those listed under Cautionary Statement Concerning Forward-Looking Statements and Risk Factors in the preliminary prospectus included in the registration statement on Form F-4 that Harmony filed with the SEC. Harmony does not undertake any obligation to update any forward-looking information or statements. You may obtain a free copy of the registration statement and preliminary and final prospectus (when available) and other public documents filed with the SEC in the manner described above.

The directors of Harmony accept responsibility for the information contained in this announcement. To the best of the knowledge and belief of the directors of Harmony (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement is in accordance with the facts and does not omit anything likely to affect the import of such information.