

Edgar Filing: GOLD FIELDS LTD - Form 425

GOLD FIELDS LTD
Form 425
May 19, 2005

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. 333-120975

Date: May 19, 2005

Harmony Gold Mining Company Limited

(Incorporated in the Republic of South Africa)

(Registration number 1950/038232/06)

Share code: HAR ISIN: ZAE000015228

(Harmony)

19 May 2005

Response to Gold Fields announcement

Harmony notes the announcement by Gold Fields on 18 May 2005, claiming that Harmony's offer for Gold Fields is not unconditional in all respects.

Gold Fields' claim is based on an incorrect interpretation of South African competition law.

The Competition Tribunal approved the merger on 10 May 2005. As a result, Harmony's offer became unconditional in all respects.

Edgar Filing: GOLD FIELDS LTD - Form 425

Under South African competition law, the approval of the merger by the Competition Tribunal remains in place unless it is either suspended or overturned by the Competition Appeal Court, events that Harmony considers to be remote in the extreme. Accordingly, Harmony is entitled to settle any valid acceptances received under the offer.

As stated in its announcement dated 10 May 2005, Harmony's offer of 1.275 Harmony shares for each Gold Fields share will close at 12:00 p.m. (South African time), 6:00 a.m. (New York time), on Friday, 20 May 2005.

ENDS

Issued by (direct line, mobile, email):

Harmony Gold

| | | | |
|------------------|-----------------|--|-----------------|
| Ferdi Dippenaar | +27 11 684 0140 | | +27 82 807 3684 |
| Brenton Saunders | +27 11 684 0140 | | |
| Vusi Magadana | +27 11 684 0140 | | |

South Africa Beachhead Media & Investor Relations

| | | | |
|----------------|-----------------|-----------------|--|
| Jennifer Cohen | +27 11 214 2401 | +27 82 468 6469 | jennifer@bmsa.co.za |
| Patrick Lawlor | +27 11 214 2410 | +27 82 459 6709 | patrick@bmsa.co.za |

United States Financial Dynamics Business Communications

| | | | |
|-------------------|-----------------|-----------------|--|
| Hollis Rafkin-Sax | +1 212 850 5789 | +1 917 509 0255 | hrafkin-ax@fd-us.com |
| Torie Pennington | +1 212 850 5629 | +1 917 838 1369 | tpennington@fd-us.com |

United Kingdom Financial Dynamics Business Communications

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

US Information Agent Mackenzie Partners, Inc

| | | |
|--------------|---------------|--|
| Daniel Burch | +212 929 5500 | proxy@mackenziepartners.com |
| Steve Balet | +800 322 2885 | |

Unless the context otherwise requires, the definitions contained in the offer document or the registration statement sent to Gold Fields shareholders have the same meaning in this announcement.

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.

In connection with the proposed acquisition of Gold Fields, Harmony has filed a registration statement (File no: 333-120975) on Form F-4 (which was declared effective by the Securities and Exchange Commission (SEC) on February 28, 2005) and filed a final prospectus, dated February 25, 2005, with the SEC pursuant to Rule 424(b)(3) 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, the related exchange offer materials and the final prospectus, 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 contain important information.*** Investors and holders of Gold Fields securities may obtain free copies of the registration statement, related exchange offer materials, the final prospectus 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. 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.

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 communication 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.