

GOLD FIELDS LTD
Form 425
November 09, 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 9, 2004

Harmony Gold Mining Company Limited

(Incorporated in the Republic of South Africa)

(Registration number 1950/038232/06)

Share code: HAR ISIN: ZAE000015228

(Harmony)

WHILE GOLD FIELDS DITHERS,

HARMONY DELIVERS

SRP dismisses appeal by Gold Fields, calls to question independence of advisors

Yesterdays ruling by the Executive Committee of the Securities Regulation Panel (SRP) dismissing the appeal by Gold Fields Limited (Gold Fields) to have Harmony and JSC MMC Norilsk Nickel (Norilsk) declared concert parties in relation to the offers came as no surprise , said CE Bernard Swanepoel.

The offers have been reviewed by the relevant regulatory bodies, including the SRP and we also consulted with the US Securities and Exchange Commission (SEC) before we made our proposal to the Gold Fields board and Gold Fields shareholders said CE Bernard Swanepoel.

We have to seriously question the judgement of the Gold Fields board, to date it has largely based its response to Harmony s legitimate offers on highly obscure legal and regulatory actions aimed purely at frustrating the offers. The Gold Fields board has attempted to deny its shareholders

the right to consider the offers.

In addition, the Executive Director of the SRP has ruled that Goldman Sachs International and JPMorgan plc, the appointed external advisers to Gold Fields in relation to the offers, are not appropriate external advisers in relation to the offers for the purposes of the Securities Regulation Code on Takeovers and Mergers.

Harmony will tomorrow issue a document to Gold Fields shareholders illustrating the sustainable value creation of its offers and correcting the inaccurate claims to the contrary made by the Gold Fields board.

If you look beyond all of the lawsuits and other delaying actions by Gold Fields, the simple fact is that the combination of Harmony's renowned efficiencies with Gold Fields' higher grade ore body would bring value to both our shareholder bases, said CE Bernard Swanepoel. We firmly believe that this transaction is in the best interest of all stakeholders, and we are committed to ensuring that they all have the opportunity to review the facts of the proposed merger and judge its merit for themselves. What we have been hearing from both sets of shareholders confirms this.

The document outlines the basis on which the proposed merger would provide short to medium term shareholder value through sustainable cost savings of R17 billion (USD\$2.8 billion). Harmony's experience with other acquired mines, including two previously acquired from Gold Fields, suggests that cost savings could well equate to a market value of R23 billion (USD\$3.7 billion).

Harmony confirms that its shareholders will vote on the proposed merger on the 12th November 2004. The early settlement offer for 34.9% of Goldfields entire issued share capital will close on 26th November 2004.

Harmony will hold a presentation today detailing the report as follows:

SENS Disclosure

Harmony's report will be released on SENS at **15:30** Johannesburg time on November 9 and will simultaneously be disclosed on the company's web site at www.harmony.co.za

Johannesburg via video

Date : Tuesday 9 November 2004
Time : 15:30 for 15:45 Johannesburg time
Venue : Sandton Convention Centre Committee Room 4

Webcast

A live webcast of the presentation can be viewed on Harmony's web site at 15:45 pm Johannesburg time

Q&A dial-in

The following numbers have been set up to dial into the presentation:

South Africa Toll 011 535 3600
Toll-free 0800 200 648

Playback

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If you are unable to participate in the call, a replay recording will be available until midnight of November 16th 2004. To access the replay please dial:

South Africa 011 305 2030
Code 2090#

HARMONY: DELIVERING VALUE FOR SHAREHOLDERS

In connection with the proposed acquisition of Gold Fields, Harmony has filed a registration statement on Form F-4, which includes a preliminary prospectus and related exchange offer materials, 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 US 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 Securities and Exchange Commission (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 preliminary and final prospectus (when available), 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. The preliminary 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. Investors and security holders may obtain a free copy of the Form 20-F filed with the SEC on October 5, 2004, as amended, and any other documents filed with or furnished to the SEC by Harmony at www.sec.gov.

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 expects to send 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 announcement 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 press release. 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 press release is in accordance with the facts and does not omit anything likely to affect the import of such information.