

GOLD FIELDS LTD
Form 425
November 24, 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 24, 2004

FOR IMMEDIATE RELEASE

**Harmony Gold Clarifies: Entitlement of Gold Fields shareholders who accept the
early settlement offer to any increase in the consideration offered under
the subsequent offer**

JOHANNESBURG, SOUTH AFRICA November 24, 2004 Harmony Gold (NYSE: HMY ; JSE: HAR) wishes to confirm that, in the event that Harmony were to increase the consideration to be offered under the subsequent offer after the early settlement closing date, those Gold Fields (NYSE: GFI ; JSE: GFI) shareholders who had already accepted the early settlement offer (accepting shareholders) and received the offer consideration due under the early settlement offer would remain entitled to receive the full benefit of any increase by Harmony of the consideration offered under the subsequent offer (top up consideration), regardless of whether the accepting shareholders had subsequently disposed of their Harmony consideration shares.

Accepting shareholders would be unconditionally entitled to the top up consideration irrespective of whether the subsequent offer becomes or is declared unconditional. The top up consideration would be payable to accepting shareholders as soon as reasonably practicable following the announcement of any increase in the consideration offered under the subsequent offer and compliance with applicable laws and regulatory requirements, including the effective registration of the additional Harmony consideration shares comprising the top up consideration under the U.S. Securities Act of 1933. Harmony believes that the top up consideration would be paid in advance of expiration of the subsequent offer.

Accept the Harmony early settlement offer today

Issued by (direct line, mobile, email):

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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.

In connection with the proposed acquisition of Gold Fields, Harmony has filed with the United States Securities and Exchange Commission (SEC), a registration statement on Form F-4 (File no: 333-119880), which includes a final prospectus relating to the offer, and related exchange offer materials, to register the Harmony ordinary shares (including Harmony ordinary shares represented by Harmony American Depositary Shares (ADSs)) 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 final prospectus and related exchange offer materials, 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, the final prospectus and 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 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 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 the prospectus and related offer materials that Harmony has sent to holders of Gold Fields securities.