

GOLD FIELDS LTD

Form 6-K

May 24, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

**Report of Foreign Private Issuer**

**Pursuant to Rules 13a-16 or 15d-16 under**

the Securities Exchange Act of 1934

Dated 23 May 2018

Commission File Number: 001-31318

**GOLD FIELDS LIMITED**

(Translation of registrant's name into English)

150 Helen Rd.

Sandown, Sandton 2196

South Africa

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

Gold Fields Limited  
Incorporated in the Republic of South Africa)  
Registration Number 1968/004880/06)  
JSE, NYSE, DIFX Share Code: GFI  
ISIN: ZAE000018123

"Gold Fields" or "the Company")

**RESULTS OF ANNUAL GENERAL MEETING OF GOLD FIELDS LIMITED HELD ON 22 MAY 2018 AND CHANGES TO THE DIRECTORS**

Shareholders are advised that at the Annual General Meeting of Gold Fields Limited held on Tuesday 22 May 2018, the ordinary and special resolutions, as well as advisory endorsement of the company's remuneration policy, as set out in the notice of the annual general meeting dispatched to shareholders on 23 March 2018 were passed, on a poll, by the requisite majorities.

Details of the results of the voting are as follows:

Total issued share capital:  
Total number of shares present/  
represented including proxies at the meeting:  
**701 334 127**  
821,532,707

being **85%** of the total votable shares

**Ordinary resolutions**

**Number of shares**

**voted**

**Shares**

**voted for:**

**Shares**

**voted**

**against:**

**Shares**

**abstained**

**:**

1.Re-appointment

of auditors

639 977 164

624 095 818

15 881 346

61 356 963

% of total

issued

shares

% of shares

voted

% of

shares

voted

% of  
total  
issued  
shares

100%  
97,52%  
2,48%  
**7,47%**

2.1 Re-election  
of a director:

CA Carolus  
**699 910 128**

698 883 101  
**1 027 027**

**1 423 999**

% of total  
issued  
shares

% of shares

voted

% of

shares

voted

% of

total

issued

shares

**100%**

**99.85%**

**0,15%**

**0,17%**

2.2 Re-election  
of a director:

RP Menell

699 907 104

698 978 585

928 519

1 427 023

% of total

issued

shares

% of total

issued

shares

% of total

issued

shares

% of

total

issued

shares

85.20%  
99.87%  
0.13%  
0.17%

2.3 Re-election  
of a director:  
SP Reid

699 903 082

698 870 286

1 032 796

1 431 045

of  
total  
issued  
shares  
%99.85 of  
total  
issued  
shares  
%0.15 of  
total  
issued  
shares  
% 0.17 of  
total  
issued  
shares  
100%  
99.93%  
0.07%  
0.11%

3.1. Re-election  
of Audit

Committee  
member: YGH  
Suleman

699 931 569

699 576 429

355 140

1 402 558

% of total  
issued  
shares  
% of shares  
voted

% of  
shares  
voted

% of  
total  
issued

shares  
100%

99.95%

0.05%

0.17%

3.2. Re-election  
of a member of  
the Audit

Committee: A

Andani

699 929 121

699 594 473

334 648

1 405 006

% of total

issued

shares

% of shares

voted

% of

shares

voted

% of

total

issued

shares

100%

99.95%

0.05%

0.17%

3.3 Re-election  
of a member of  
the Audit

Committee: PJ

Bacchus

699 908 172

699 576 233

340 939

1 425 955

% of total

issued

shares

% of total

issued

shares

% of total  
issued  
shares

% of  
total  
issued  
shares

100%  
99.95%  
0.05%  
0.17%

3.4 Re-election  
of a member of  
the Audit

Committee: RP  
Menell

699 913 365  
% of total  
697 853 211  
2 060 154  
1 420 762

issued  
shares

% of total  
issued  
shares

% of total  
issued  
shares

% of  
total  
issued  
shares

100%  
99.71%  
0.29%  
0.17%

% of total  
issued  
shares

% of total  
issued  
shares

% of total  
issued  
shares

% of  
total  
issued  
shares  
100%

99.30%

0.70%

0.11%

4. Approval for

the issue of

authorised but

unissued

ordinary shares

699 777 267

621 643 289

78 133 978

1 556 860

% of total

issued

shares

% of shares

voted

% of

shares

voted

% of

total

issued

shares

100%

88.83%

11.17%

0.19%

**Special  
resolutions**

**Number of  
shares  
voted**

**Shares  
voted**

**for:**

**Shares  
voted**

**against:**

**Shares**

**abstained:**

1. Approval for  
the issuing of  
equity  
securities for  
cash

699 737 922

622 442 338

77 295 584

1 596 205

% of total

issued

shares

% of total

issued

shares

% of total

issued

shares

% of total

issued

shares

100%

88.95%

11.05%

0.19%

Advisory  
endorsement of  
the remuneration  
policy

692 241 930

664 950 888

27 291 042

9 092 197

% of total

issued

shares

% of shares

voted



% of  
shares  
voted

% of  
shares  
voted

100%

96.06%

3.94%

1.11%

2. Approval for  
the remuneration  
of non-executive  
directors

699 611 130

686 586 098

13 025 032

1 722 997

% of total

issued

shares

% of shares

voted

% of

shares

voted

% of total

issued

shares

100%

98.14%

1.86%

0.21%

3. Approval for  
the Company to  
grant inter-  
group financial  
assistance in  
terms of section  
44 and 45 of the  
Act

699 618 163

691 994 664

7 623 499

1 715 964

% of total

issued

shares

% of shares

voted

% of

shares  
voted  
% of total

issued  
shares  
100%  
98.91%  
1.09%  
0.21%

4. Acquisition  
of the Company's  
own shares

699 827 936  
699 364 508  
463 428  
1 506 191

% of total  
issued  
shares  
% of shares

voted  
% of  
shares

voted  
% of  
shares

voted  
100%  
99.93%%  
0.07%%  
0.18%

5. Approval of  
the Amendment of  
the Gold Fields  
Limited 2012  
Share Plan

699 382 557  
656 869 433  
42 513 124  
1 951 570

% of total  
issued  
shares  
% of shares

voted  
% of  
shares

voted  
% of  
shares

voted

100%  
93.92%  
6.08%  
0.24%

Over **85%** of votable shares were represented at the AGM.

The special resolutions will be filed with the Companies and Intellectual Property Commission in accordance with the requirements of the Companies Act, No 71 of 2008.

The Board has taken a decision to put Gold Fields Group's audit work from the 2018 financial year onwards out for tender.

In terms of paragraph 3.59 of the JSE Limited's Listings Requirements, shareholders are advised that Don Ncube, who is the current Chair of the Social, Ethics and Transformation Committee, has retired as a non-executive director of the Gold Fields Board of Directors ("the Board"), with effect from this AGM. The Board would like to thank Mr Ncube for his valuable contribution to the Company over the past 15 years and wish him everything of the best in his future endeavours.

Dr Carmen Letton will serve as the new Chair of the Social, Ethics and Transformation Committee with effect from this AGM.

23 May 2018

Sponsor

J.P. Morgan Equities South Africa (Pty) Ltd

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on

its behalf by the undersigned, thereunto duly authorised.

GOLD FIELDS LIMITED

Dated: 23 May 2018

By:

/s/ Nicholas J. Holland

Name:

Nicholas

J.

Holland

Title:

Chief Executive Officer