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## **GOOD FRIEND INTERNATIONAL HOLDINGS INC.**

**友佳國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2398)**

### **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 25 MAY 2012 PAYMENT DATE OF THE FINAL DIVIDEND**

The board of directors (the “**Board**”) of Good Friend International Holdings Inc. (the “**Company**”) is pleased to announce that all the resolutions proposed at the annual general meeting held on 25 May 2012 (the “**AGM**”) were duly passed by way of poll and the date of payment of the final dividend for the year ended 31 December 2011 is on or about 9 July 2012.

#### **POLL RESULTS**

The Company is pleased to announce the poll results in respect of the resolutions proposed at the AGM as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive and consider the audited financial statements and the report of directors and the independent auditor’s report for the year ended 31 December 2011.	306,876,000 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.			
2.	(a) To re-elect Mr. Chiu Rung-Hsien as director of the Company.	306,876,000 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.			
	(b) To re-elect Mr. Chiang Chun-Te as director of the Company.	306,130,000 (99.76%)	746,000 (0.24%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.			

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
	(c) To re-elect Mr. Yu Yu-Tang as director of the Company.	306,876,000 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.			
	(d) To authorise the board of directors to fix the remuneration of the directors of the Company for the year ending 31 December 2012.	306,876,000 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.			
3.	To re-appoint PricewaterhouseCoopers as auditors and to authorise the board of directors to fix the remuneration of the auditors.	306,876,000 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.			
4.	To grant a general mandate to the board of directors to repurchase shares of the Company not exceeding 10% of the issued share capital.	306,876,000 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5.	To grant a general mandate to the board of directors to allot and issue new shares of the Company not exceeding 20% of the issued share capital.	299,096,000 (97.46%)	7,780,000 (2.54%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
6.	To extend the general mandate granted to the directors to issue new shares shares of the Company.	302,296,000 (98.51%)	4,580,000 (1.49%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
7.	To approve payment of a final dividend of RMB0.10 (equivalent to approximately HK\$0.123) per share from the share premium account of the Company in respect of the year ended 31 December 2011.	306,876,000 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

As at the date of the AGM, the total number of issued and fully paid up shares of the Company was 403,200,000 shares. In relation to all resolutions proposed at the AGM, the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM was 403,200,000 shares. There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and there were no shares requiring the holders to abstain from voting at the AGM under the Listing Rules.

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, acted as scrutineer for the poll at the AGM.

Shareholders of the Company may refer to the circular dated 17 April 2012 for details of the above resolutions proposed at the AGM. The circular may be viewed and downloaded from the Company's website at [www.goodfriend.hk](http://www.goodfriend.hk) or the designated website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

#### **PAYMENT DATE OF THE FINAL DIVIDEND**

The Board also announces that the cheques for final dividend for the year ended 31 December 2011 of RMB0.10 per share (equivalent to approximately HK\$0.123) will be dispatched on or about 9 July 2012.

By order of the Board  
**Good Friend International Holdings Inc.**  
**Chen Hsiang-Jung**  
Chief Executive Officer

Hong Kong, 25 May 2012

*As at the date of this announcement, the Board comprises (i) five executive directors, namely Mr. Chu Chih-Yaung, Mr. Chen Hsiang-Jung, Mr. Chen Min-Ho, Mr. Wen Chi-Tang and Mr. Chiu Rung-Hsien; and (ii) three independent non-executive directors, namely Mr. Koo Fook Sun, Louis, Mr. Chiang Chun-Te and Mr. Yu Yu-Tang.*