

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

## **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 29 MAY 2015**

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

The Board is pleased to announce that all the resolutions proposed at the annual general meeting held on 29 May 2015 (the “AGM”) were duly passed by way of poll and the date of payment of the final dividend is on or about 18 June 2015.

#### **POLL RESULTS**

The board of directors (“the Board”) of Good Friend International Holdings Inc. (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 2014.	299,094,960 (100%)	0 (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
2.	To declare a final dividend of RMB0.06 (equivalent to HK\$0.0758) per share for the year ended 31 December 2014.	299,094,960 (100%)	0 (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
3.	(a) To re-elect Mr. Wen Chi-Tang as an executive director.	298,122,960 (99.68%)	972,000 (0.32%)
	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 (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director.	299,094,960 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.			
	(c) To re-elect Mr. Yu Yu-Tang (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director.	299,094,960 (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 for the year ending 31 December 2015.	299,094,960 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.			
4.	To re-appoint PricewaterhouseCoopers as auditors and to authorise the board of directors to fix the remuneration of the auditors.	299,094,960 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.			
5.	To grant a general mandate to the board of directors to repurchase shares of the Company.	299,094,960 (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.			
6.	To grant a general mandate to the board of directors to allot and issue new shares of the Company.	295,126,960 (98.67%)	3,968,000 (1.33%)
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 extend the general mandate granted to the board of directors to issue new shares of the Company.	295,126,960 (98.67%)	3,968,000 (1.33%)
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 share registrar of the Company, acted as scrutineer for the poll at the AGM.

Shareholders of the Company may refer to the circular dated 27 April 2015 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 cheques for final dividend for the year ended 31 December 2014 of RMB0.06 per share (equivalent to approximately HK\$0.0758) will be dispatched on or about 18 June 2015

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

Hong Kong, 29 May 2015

*As at the date of this announcement, the Board of the Company 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.*