

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
THE EXTRAORDINARY GENERAL MEETING
HELD ON 31 OCTOBER 2012**

DISCLOSEABLE AND CONNECTED TRANSACTION

<p>The Board is pleased to announce that the ordinary resolution proposed at the extraordinary general meeting held on 31 October 2012 (the “EGM”) was duly passed by the Independent Shareholders by way of poll at the EGM.</p>
--

Reference is made to the circular of Good Friend International Holdings Inc. (the “**Company**”) dated 28 September 2012 (the “**Circular**”) and the notice of EGM of the same date as set out in the Circular (the “**Notice**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the ordinary resolution proposed at the EGM (the “**Ordinary Resolution**”) was duly passed by the Independent Shareholders by way of poll at the EGM.

Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed as scrutineer for the poll at the EGM.

As at the date of the EGM, the total number of Shares in issue was 403,200,000 Shares. Taiwan FF (which is indirectly interested in approximately 57.54% of the issued share capital of the Company) and its associates were required to abstain and did abstain from voting on the Ordinary Resolution at the EGM. The total number of Shares entitling

the Independent Shareholders thereof to attend the EGM and vote for or against the Ordinary Resolution was 171,200,000 Shares. There was no Share entitling the Independent Shareholder thereof to attend but only to vote against the Ordinary Resolution at the EGM.

Independent Shareholders holding 93,145,600 Shares attended the EGM and voted in person or by proxy or corporate representative in respect of the Ordinary Resolution. The poll results in respect of the Ordinary Resolution were as follows:

Ordinary Resolution ^(Note)	Number of votes (%)	
	For	Against
To confirm, approve and ratify the contribution agreement and the documentation for any ancillary transactions thereof in relation to the formation of a joint venture company by way of injection of assets and the transactions contemplated thereunder.	93,145,600 Shares (100%)	0 Shares (0%)

Note: The full text of the Ordinary Resolution is set out in the Notice.

As more than 50% of the votes were cast in favour of the Ordinary Resolution, the Ordinary Resolution was duly passed as an ordinary resolution of the Company.

By order of the Board

Good Friend International Holdings Inc.

CHEN Hsiang-Jung

Chief Executive Officer

Hong Kong, 31 October 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.