

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Prospective investors should read the prospectus dated 30 December 2005 (the "Prospectus") issued by Good Friend International Holdings Inc. (the "Company") for details of the Share Offer described below before deciding whether or not to invest in the Shares being offered pursuant thereto.*

*The Stock Exchange of Hong Kong Limited ("Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") 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.*

*Prospective investors of the Offer Shares should note that Polaris and GC Capital (for themselves and on behalf of the Underwriters), acting jointly, are entitled to terminate the obligations of the Underwriters under the Underwriting Agreement by notice in writing to the Company upon the occurrence of any of the events set out in the paragraph headed "Grounds for termination" in the section headed "Underwriting" in this prospectus at any time prior to 5:00 p.m. (Hong Kong time) on the day immediately preceding the Listing Date. Such events include, without limitation, any act of God, war, riot, public disorder, civil commotion, economic sanctions, fire, flood, explosion, epidemic, outbreak of an infectious disease, calamity, crisis, terrorism, strike or lock-out.*

*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.*

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

**友佳國際控股有限公司**

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

### **LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING AND PUBLIC OFFER**

<b>Number of Offer Shares:</b>	<b>70,000,000 Shares</b>
<b>Number of Placing Shares:</b>	<b>63,000,000 Shares (subject to re-allocation)</b>
<b>Number of Public Offer Shares:</b>	<b>7,000,000 Shares (subject to re-allocation)</b>
<b>Offer Price:</b>	<b>HK\$1.13 per Offer Share (payable in full on application, plus a brokerage of 1%, a SFC transaction levy of 0.005% and a Stock Exchange trading fee of 0.005%)</b>
<b>Nominal value:</b>	<b>HK\$0.01 each</b>
<b>Stock code:</b>	<b>2398</b>

#### **Sponsor**



**寶來證券(香港)有限公司**

**Polaris Securities (Hong Kong) Limited**

*A Member of Polaris Financial Group*

#### **Joint Bookrunners and Joint Lead Managers**



**漢宇資本(亞洲)有限公司**

**GC Capital (Asia) Limited**

*A Member of Polaris Financial Group*



**寶來證券(香港)有限公司**

**Polaris Securities (Hong Kong) Limited**

*A Member of Polaris Financial Group*

#### **Co-Managers**



**Kingsway Group**



**SUN HUNG KAI INTERNATIONAL LIMITED**

Application has been made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus. Dealings in the Shares on the Main Board are expected to commence at 9:30 a.m. on 11 January 2006. Subject to the granting of the listing of, and permission to deal in, the Shares on the Main Board as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time. Applications for the Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms in accordance with the relevant provisions of the Prospectus. It should be noted that **multiple applications or suspected multiple applications or any applications for more than the total number of Public Offer Shares initially available for subscription under the Public Offer will be rejected.** Only one application on either a **WHITE** or **YELLOW** Application Form may be made for the benefit of any person. Applicants for any Offer Shares under the Public Offer are required to undertake and confirm, among other things, that they and the person(s) for whose benefit they are applying have not received or applied for, or indicated an interest in and will not receive or apply for, or indicate an interest in the Placing Shares under the Placing, nor otherwise have participated in the Placing.

The Company is offering 7,000,000 Shares for subscription by the public in Hong Kong and 63,000,000 Shares for subscription under the Placing at the Offer Price, representing approximately 10% and 90% respectively of the total number of Shares available under the Share Offer. The allocation of the Shares between the Public Offer and the Placing is subject to re-allocation as stated in the paragraph headed “Reallocation of the Offer Shares between the Placing and the Public Offer” under the section headed “Structure of the Share Offer” in the Prospectus. If either the Public Offer or the Placing is under-subscribed, GC Capital (acting as one of the Joint Bookrunners and Joint Lead Managers) has the authority to re-allocate all or any unsubscribed Shares originally included in the Public Offer to the Placing (or vice versa, as appropriate) in such proportion and manner as it considers appropriate.

Applicants who would like to be allotted Public Offer Shares in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have their Public Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS investor participant stock accounts or the stock accounts of their designated CCASS participants maintained in CCASS should complete and sign the **YELLOW** Application Forms, copies of which, together with the Prospectus, may be obtained during normal business hours from 9:00 a.m. on 30 December 2005 until 12:00 noon on 5 January 2006 at the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong; or the Customer Service Centre of HKSCC at Upper Ground Floor, V-Heun Building, 128-140 Queen’s Road Central, Hong Kong.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours during the same period from the following locations:

1. Any participant of the Stock Exchange;
2. GC Capital (Asia) Limited, Unit 6503-06, 65th Floor, The Center, 99 Queen’s Road Central, Hong Kong;
3. Polaris Securities (Hong Kong) Limited, Room 1003-1004, 10th Floor, Admiralty Centre Tower 1, 18 Harcourt Road, Admiralty, Hong Kong;
4. Kingsway Financial Services Group Limited, 5th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong;

5. Sun Hung Kai International Limited, Level 12, One Pacific Place, 88 Queensway, Hong Kong; and

6. any of the following branches of The Bank of East Asia, Limited:

Hong Kong Island:	Main Branch	10 Des Voeux Road, Central
	Queen's Road Central Branch	Shop A-C, G/F, Wah Ying Cheong Central Building, 158-164 Queen's Road Central, Hong Kong
	Causeway Bay Branch	46 Yee Wo Street
	88 Des Voeux Road West Branch	Shop Nos. 2-3, G/F, Princeton Tower, 88 Des Voeux Road West
	North Point Branch	326-328 King's Road
	Shauiwan Branch	G/F, Ka Fook Building, 289-293 Shau Kei Wan Road
Kowloon:	Tsim Sha Tsui Branch	Shop A and B, Milton Mansion, No.96 Nathan Road, Kowloon
	Mongkok Branch	638-640 Nathan Road
	Kwun Tong Branch	7 Hong Ning Road
	Waterloo Road Branch	Shop A, G/F, Richland House, 77B & 77C Waterloo Road
New Territories:	Tsuen Wan Branch	239-243 Sha Tsui Road
	Tai Wai Branch	16-18 Tai Wai Road, Cheung Fung Mansion, Shatin

Both **WHITE** and **YELLOW** Application Forms completed in all respects (to which one cheque or banker's cashier order should be securely stapled and made payable to "The Bank of East Asia (Nominees) Limited — Good Friend Public Offer") should be deposited in the special collection boxes provided at any of the branches of The Bank of East Asia, Limited referred to above at the following times on the following dates:

Friday, 30 December 2005 — 9:00 a.m. to 4:00 p.m.  
Saturday, 31 December 2005 — 9:00 a.m. to 12:00 noon  
Tuesday, 3 January 2006 — 9:00 a.m. to 4:00 p.m.  
Wednesday, 4 January 2006 — 9:00 a.m. to 4:00 p.m.  
Thursday, 5 January 2006 — 9:00 a.m. to 12:00 noon

Acceptance of all applications for the Shares pursuant to the Public Offer is conditional on fulfillment of the conditions as stated in the paragraph headed "Conditions of the Share Offer" under the section headed "Structure of the Share Offer" in the Prospectus and on the basis of the terms and conditions of the **WHITE** and/or **YELLOW** Application Forms. If any of the conditions is not fulfilled or waived prior to the times and dates specified in the Prospectus and the Share Offer does not become unconditional, all application moneys received from applicants under the Public Offer will be refunded, **WITHOUT INTEREST**, on the terms set out under the paragraph headed "Refund of your application moneys" in the Application Forms.

Subject to the terms and conditions set out in the Prospectus and the Application Forms, applications under the **WHITE** and/or **YELLOW** Application Forms must be received no later than 12:00 noon on 5 January 2006 (or if the application lists in respect of the Public Offer are not open on that day, by 12:00 noon on the next business day such application lists are open). Please see the section headed “How to apply for the Public Offer Shares” in the Prospectus for further details. No temporary documents or evidence of title will be issued. No receipt will be issued for any application moneys paid.

If you are applying for 1,000,000 Public Offer Shares or more on a **WHITE** or **YELLOW** Application Form and have indicated your intention on your Application Form to collect your refund cheque(s) (where applicable) and/or (for applicants using **WHITE** Application Forms) share certificate(s) (where applicable) from the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, and have provided all information required in your Application Form, you may collect (where applicable) your refund cheque(s) and/or (where applicable) share certificate(s) from the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong from 9:00 a.m. to 1:00 p.m. on 10 January 2006 or any other date notified by us in the newspapers as the date of despatch of share certificates/refund cheques. If you are an individual who opts for personal collection, you must not authorise any other person to make collection on your behalf. If you are a corporate applicant which opts for personal collection, you must attend by your authorised representative bearing a letter of authorisation from your corporation stamped with your corporation’s chop. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to Computershare Hong Kong Investor Services Limited. If you do not collect your refund cheque(s) and/or share certificate(s), they will be despatched to you by ordinary post to the address as specified in your Application Form at your own risk promptly after the expiry of the time for their collection.

If you have applied for less than 1,000,000 Public Offer Shares or if you have applied for 1,000,000 Public Offer Shares or more on a **WHITE** or **YELLOW** Application Form but have not indicated in your Application Form that you wish to collect your share certificate(s) and/or refund cheque(s) in person, your share certificate(s) (if applying by using a **WHITE** Application Form) and/or refund cheque(s) (if applicable) will be sent to the address on your Application Form on 10 January 2006 by ordinary post and at your own risk.

If you are applying for the Public Offer Shares by a **YELLOW** Application Form and your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your CCASS investor participant stock account on your behalf or the stock account of your designated CCASS participant as instructed by you in your **YELLOW** Application Form at the close of business on 10 January 2006 or under contingent situations, on any other date as shall be determined by HKSCC or HKSCC Nominees Limited. If you are applying through a designated CCASS participant (other than a CCASS investor participant), you can check the number of Public Offer Shares allocated to you with that CCASS participant. If you are applying as a CCASS investor participant, you should check the announcement published by the Company on 10 January 2006 and report any discrepancies to HKSCC before 5:00 p.m. on 10 January 2006 or such other date as shall be determined by HKSCC or HKSCC Nominees Limited. Immediately after the credit of the Public Offer Shares to your CCASS investor participant stock account, you can check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in “An Operating Guide for Investor Participants” as published by HKSCC in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Public Offer Shares credited to your CCASS investor participant stock account.

Share certificates will only become valid certificates of title provided that (i) the Share Offer has become unconditional in all respects; and (ii) the right of termination as described in the section headed “Underwriting” of the Prospectus has not been exercised. It is expected that the level of indication of interest in the Share Offer, the results of applications and the basis of allotment of Public Offer Shares will be published on 10 January 2006 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).

By Order of the Board  
**Good Friend International Holdings Inc.**  
**Chu Chih-Yaung**  
*Chairman*

Hong Kong, 30 December 2005

*As at the date of this announcement, (a) the executive Directors are Mr. Chu Chih-Yaung, Mr. Chen Hsiang-Jung, Mr. Chen Min-Ho, Mr. Wen Chi-Tang and Mr. Chiu Rung-Hsien; (b) the independent non-executive Directors are Mr. Koo Fook Sun, Louis, Mr. Chiang Chun-Te and Mr. Yu Yu-Tang.*

*Please also refer to the published version of this announcement in the **South China Morning Post**.*