

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)

Form of Proxy for use at the Extraordinary General Meeting to be held on Monday, 23 June 2008 or at any adjournment thereof

I/We¹ _____
of _____ being the
registered holder(s) of² _____ shares of HK\$0.01 each in the capital
of Good Friend International Holdings Inc. (the "Company"), HEREBY APPOINT the chairman of the meeting
or³ _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at Vinson Room, Pacific Place Conference Centre, Level 5 One Pacific Place, 88 Queensway, Hong Kong on Monday, 23 June 2008 at 2:30 p.m. (or as soon as practicable immediately after the conclusion or adjournment of the annual general meeting of the Company convened at the same place and date) for the purpose of considering the businesses as set out in the notice convening the meeting and at the meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the proposed resolution in the manner as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
To confirm, approve and ratify the Framework Agreement, the transactions contemplated thereunder and the Proposed Caps ⁵		

Signature⁶ _____

Date _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the chairman of the meeting is preferred, strike out the words "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED "AGAINST"**. Failure to do so will entitle your proxy to vote or abstain at he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. The full text of the proposed resolution appears in the notice of the meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer duly authorised.
7. In the case of joint holders the vote of a senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
8. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.