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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Good Friend International Holdings Inc. (the “**Company**”) will be held at 35th Floor, Central Plaza, 18 Harcourt Road, Wanchai, Hong Kong on Friday, 27 June 2014 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following as ordinary resolutions of the Company:–

### **ORDINARY RESOLUTIONS**

“**THAT:** –

1. (a) the entering into of the components agreement (the “**Components Agreement**”) (a copy of which marked “A” has been produced to the Meeting and initialed by the chairman of the Meeting for the purpose of identification) by the Company and Fair Friend Enterprise Company Limited on 22 May 2014 in relation to the supply and purchase of CKD components and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;
- (b) the proposed annual caps in respect of the Components Agreement (“**Components Proposed Caps**”), details of which are set out in the circular of the Company dated 6 June 2014 (the “**Circular**”), be and are hereby approved;

- (c) any one or more director(s) of the Company be and are hereby authorized for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize the signing, execution and delivery of all such documents and deeds as such director(s) may consider necessary, expedient or desirable to give effect to or otherwise in connection with the Components Agreement, the transactions contemplated thereunder and the Components Proposed Caps;
2. (a) the entering into of the machine tools agreement (the “**Machine Tools Agreement**”) (a copy of which marked “B” has been produced to the Meeting and initialed by the chairman of the Meeting for the purpose of identification) by the Company and Fair Friend Enterprise Company Limited on 22 May 2014 in relation to the purchase of CNC machine tools and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;
- (b) the proposed annual caps in respect of the Machine Tools Agreement (“**Machine Tools Proposed Caps**”), details of which are set out in the Circular, be and are hereby approved;
- (c) any one or more director(s) of the Company be and are hereby authorized for and on behalf of the Company to, amongst other matters, sign, execute and deliver or to authorize the signing, execution and delivery of all such documents and deeds as such director(s) may consider necessary, expedient or desirable to give effect to or otherwise in connection with the Machine Tools Agreement, the transactions contemplated thereunder and the Machine Tools Proposed Caps.

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

Hong Kong, 6 June 2014

*Principal Place of Business in Hong Kong:*

Room 2003, 20th Floor  
Kai Tak Commercial Building  
317-319 Des Voeux Road Central  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or, if he holds two or more shares, more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof if the shareholder of the Company so desires, and in such event, the form of proxy will be deemed to be revoked.
4. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members.
5. As at the date of this notice, the board of directors of the Company comprises Mr. Chu Chih-Yaung, Mr. Chen Hsiang-Jung, Mr. Chen Min-Ho, Mr. Wen Chi-Tang and Mr. Chiu Rung-Hsien, all being the executive directors and Mr. Koo Fook Sun, Louis, Mr. Chiang Chun-Te and Mr. Yu Yu-Tang, all being the independent non-executive directors.