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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 35/F, Central Plaza, 18 Harbour Road, Waichai, Hong Kong on Wednesday, 31 October 2012 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following as an ordinary resolution of the Company:–

ORDINARY RESOLUTION

“THAT:–

- (a) the entering into of the FFG Europe S.p.A. Contribution Agreement dated 27 September 2012 (the “**Contribution Agreement**”) (a copy of which marked “A” has been produced to the Meeting and initialed by the chairman of the Meeting for identification purpose), and any ancillary documentation and transaction thereof, by Sky Thrive Hong Kong Enterprise Limited (“**Sky Thrive**”), a wholly-owned subsidiary of the Company, in relation to the formation of FFG Europe S.p.A. by way of injection of assets and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified, subject to such addition or amendment as any director(s) or authorised person(s) of the Company and/or Sky Thrive may consider necessary, desirable or appropriate;
- (b) any director(s) or authorised person(s) of the Company and/or Sky Thrive be and are hereby authorised for and on behalf of the Company and/or Sky Thrive to, amongst others, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and deeds as such director(s) or authorised person(s) may consider necessary, expedient or desirable to give effect to or otherwise in connection with the Contribution Agreement and any ancillary documentation and transaction thereof.”

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

Hong Kong, 28 September 2012

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 26th Floor, Tesbury Centre, 28 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.