

GOOD FRIEND INTERNATIONAL HOLDINGS INC.
友佳國際控股有限公司
(the “Company”)

Procedures for shareholders to propose a person for election as a director

Article 88 of the articles of association of the Company provides that no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be a least 7 days and that (if the Notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a shareholder of the Company (the “Shareholder”) wishes to propose a person other than a director of the Company for election as a director of the Company at the general meeting (the “Proposal”), he/she should lodge at the head office of the Company at Room 2003, 20/F., Kai Tak Commercial Building, 317-319 Des Voeux Road Central, Hong Kong (i) a written notice setting out the Proposal; and (ii) a written notice signed by the person to be proposed of his willingness to be elected.

In order for the Company to inform all Shareholders of the Proposal, the written notice must state the full name of the person proposed for election as a director of the Company, include the person’s biographical details as required under rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and such other information (e.g. contact details, including residential address, telephone number, and HKID card/passport number, etc.), and be signed by the Shareholder concerned.

The period for lodgment of above written notice shall commence not earlier than the day after the dispatch of the notice of relevant general meeting and end no later than seven (7) days prior to the date of the relevant general meeting. The Company is required under rule 13.70 of the Listing Rules to provide the information about the Proposal in a supplementary circular or by way of an announcement not later than 10 business days before the relevant general meeting. If the above written notices are received by the Company less than 21 days prior to the relevant general meeting, the Company may need to consider the adjournment of the relevant general meeting.

1 April 2012

Note :

Shareholders may view the details of rules 13.51(2) and 13.70 of Chapter 13 of the Listing Rules at the Stock Exchange’s website as follows :

http://www.hkex.com.hk/eng/rulesreg/listrules/mbrules/documents/chapter_13.pdf