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**GOOD FRIEND (H.K.) CORPORATION LIMITED** **GOOD FRIEND INTERNATIONAL HOLDINGS INC.**  
*(Incorporated in the Hong Kong with limited liability)* **友佳國際控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2398)**

## **JOINT ANNOUNCEMENT**

**(1) PROPOSAL FOR THE PRIVATISATION OF  
GOOD FRIEND INTERNATIONAL HOLDINGS INC.  
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES ACT)**

**(2) SANCTION OF THE SCHEME BY THE GRAND COURT**

**(3) EXPECTED EFFECTIVE DATE OF THE SCHEME**

**AND**

**(4) PROPOSED WITHDRAWAL OF LISTING**

**Financial Adviser to the Offeror**

**UOBKayHian**

**Independent Financial Adviser to the Independent Board Committee**

 **SOMERLEY CAPITAL LIMITED**

## **INTRODUCTION**

References are made to (i) the scheme document jointly issued by Good Friend (H.K.) Corporation Limited (the “**Offeror**”) and Good Friend International Holdings Inc. (the “**Company**”) dated 21 October 2021 (the “**Scheme Document**”) in relation to, among other things, the proposed privatisation of the Company by the Offeror by way of a scheme of arrangement under Section 86 of the Companies Act; (ii) the announcement dated 29 October 2021 issued by the Company in relation to the approval from MOEAIC; and (iii) the announcement dated 30 November 2021 jointly issued by the Offeror and the Company in relation to, among other things, the results of the Court Meeting and the EGM (the “**Results Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall bear the same meaning as defined in the Scheme Document.

## **SANCTION OF THE SCHEME AND CONFIRMATION OF THE REDUCTION OF THE ISSUED SHARE CAPITAL OF THE COMPANY BY THE GRAND COURT**

The Scheme was sanctioned without modification by the Grand Court at the petition hearing held on Wednesday, 8 December 2021 (Cayman Islands time). The reduction of the issued share capital of the Company resulting from the cancellation and extinguishment of the Scheme Shares (the “**Capital Reduction**”) was also confirmed by the Grand Court on the same day at the same hearing.

An official copy of the order of the Grand Court sanctioning the Scheme and confirming the Capital Reduction is expected to be delivered to the Registrar of Companies in the Cayman Islands for registration pursuant to Section 86(3) of the Companies Act on Thursday, 9 December 2021 (Cayman Islands time).

## **EXPECTED EFFECTIVE DATE OF THE SCHEME**

As at the date of this joint announcement, all of the Conditions as set out in the section headed “Conditions of the Proposal” in the Explanatory Statement of the Scheme Document have been fulfilled, save for the aforesaid delivery to the Registrar of Companies in the Cayman Islands of a copy of the order of the Grand Court for registration, which is expected to be completed on Thursday, 9 December 2021 (Cayman Islands time).

Accordingly, subject to registration of an official copy of the order of the Grand Court sanctioning the Scheme and confirming the Capital Reduction, the Scheme is expected to become effective on Thursday, 9 December 2021 (Cayman Islands time).

A further announcement will be made when the Scheme has become effective.

## **PROPOSED WITHDRAWAL OF THE LISTING OF THE SHARES AND THE TDRS**

The Company has applied to the Stock Exchange for, and the Stock Exchange has approved, the withdrawal of the listing of the Shares on the Stock Exchange with effect from 4:00 p.m. on Monday, 13 December 2021, subject to the Scheme becoming effective. A notice has also been given to the Taiwan Stock Exchange for the withdrawal of the listing of the TDRs on the Taiwan Stock Exchange with effect from Monday, 13 December 2021, subject to the Scheme becoming effective.

### **GENERAL**

For further information in respect of the timetable of the Scheme, please refer to the remaining expected events and the corresponding dates and times in the section headed “Expected Timetable” in the Scheme Document and the Results Announcement.

**Shareholders and potential investors of the Company should be aware that the implementation of the Proposal and the Scheme are subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By order of the board of  
**Good Friend (H.K.) Corporation Limited**  
**Lin Yung Yin**  
*Director*

By order of the board of  
**Good Friend International Holdings Inc.**  
**Wen Chi-Tang**  
*Director*

Hong Kong, 9 December 2021

*As at the date of this joint announcement, the directors of the Offeror are Fair Friend Enterprise Company Limited\* (友嘉實業股份有限公司) and Mr. Lin Yung Yin.*

*The directors of the Offeror and Mr. Chu jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the Board comprises three executive Directors, namely Mr. Chu Chih-Yaung, Mr. Chen Min-Ho and Mr. Wen Chi-Tang and three independent non-executive Directors, namely Mr. Koo Fook Sun, Louis, Mr. Yu Yu-Tang and Mr. Kao Wen-Cheng.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and the Offeror Concert Parties (excluding Mr. Chu)) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*\* For identification purposes only*