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## **MAINLAND HEADWEAR HOLDINGS LIMITED**

**飛達帽業控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 1100)**

### **RESULTS OF SPECIAL GENERAL MEETING HELD ON 29 DECEMBER 2011**

The board of directors (the “Board”) of Mainland Headwear Holdings Limited (the “Company”) is pleased to announce that the ordinary resolutions as set out in the notice of SGM dated 12 December 2011 for approval of (i) the Manufacturing Agreement and the transactions contemplated thereunder (including without limitation Transactions and New Caps), and (ii) Adoption of New Share Option Scheme and termination of the Existing Share Option Scheme were duly passed by way of poll at the Company’s SGM held on 29 December 2011.

Reference is made to Company’s circular dated 12 December 2011 (the “Circular”). Terms used in this announcement shall have the same meanings as defined in the Circular, unless the context otherwise requires.

#### **Results of the Company’s SGM**

The Board is pleased to announce that the ordinary resolutions (“Resolutions”) as set out in the notice of SGM dated 12 December 2011 for approval of (i) the Manufacturing Agreement and the transactions contemplated thereunder (including without limitation Transactions and New Caps) (“Ordinary Resolution 1”); and (ii) Adoption of New Share Option Scheme and termination of the Existing Share Option Scheme (“Ordinary Resolution 2”) were duly passed by way of poll at the Company’s SGM held on 29 December 2011.

\* *For identification purpose only*

The voting results of the Company's SGM are as follows:

Ordinary resolutions	Number of votes (shares) and percentage (%)*	
	For	Against
Ordinary Resolution 1	188,355,400 (100%)	Nil (0%)
Ordinary Resolution 2	187,589,800 (99.59%)	765,600 (0.41%)

\* based on the total number of shares with voting rights held by Shareholders attending the SGM

As at the date of the SGM, the Company had 398,583,284 Shares in issue. New Era Cap Hong Kong LLC, (including their respective associates) control or is entitled to control over the entire voting right in respect of 79,601,000 Shares (representing approximately 19.97% of the issued share capital of the Company), pursuant to the Listing Rules, they were required to abstain, and had abstained, from voting on Ordinary Resolution 1 at SGM. There is no Shareholder who is required to abstain from voting for or against the Ordinary Resolution 2. As such, total number of Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolution 1 and the Ordinary Resolution 2 are 318,982,284 Shares and 398,583,284 Shares respectively. There is no Shareholder who is entitled to attend the SGM and can vote only against any of the two Resolutions.

As sufficient votes present at the SGM either in person or by proxy were cast in favour of Resolutions, all the above resolutions were duly passed. Tricor Tengis Limited, was the scrutineer responsible for vote taking.

By Order of the Board  
**Mainland Headwear Holdings Limited**  
**Ngan Hei Keung**  
*Chairman*

Hong Kong, 29 December 2011

*As at the date of this announcement, the Board comprises eight directors, of which three are Executive Directors, namely Mr. Ngan Hei Keung, Madam Ngan Po Ling, Pauline and Mr. James S. Patterson; two Non-executive Directors, Mr. Tse Kam Fow and Mr. Andrew Ngan; and three are Independent Non-executive Directors, namely Mr. Leung Shu Yin, William, Mr. Lo Hang Fong and Mr. Liu Tieh Ching, Brandon, JP.*