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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)

**CHANGE IN INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE IN MEMBER OF AUDIT COMMITTEE AND
NOMINATION COMMITTEE AND CHAIRMAN OF
REMUNERATION COMMITTEE**

The Board announces that:

- 1) Mr. Lo has resigned as an Independent Non-executive Director of the Company and ceased to be a member of Audit Committee and the Nomination Committee and the chairman of Remuneration Committee with effect from 1 September 2014; and
- 2) Mr. Ng has been appointed as an Independent Non-executive Director of the Company, a member of Audit Committee and the Nomination Committee and the chairman of Remuneration Committee with effect from 1 September 2014.

* *For identification purpose only*

The board of directors (the “**Board**”) of Mainland Headwear Holdings Limited (the “**Company**”) announces that Mr. Lo Hang Fong (“**Mr. Lo**”) resigned as an Independent Non-executive Director of the Company and ceased to be a member of Audit Committee and the Nomination Committee and the chairman of Remuneration Committee with effect from 1 September 2014 due to his busy work schedule.

Mr. Lo confirmed that he had no disagreement with the board of directors of the Company and there is no other matter that should be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited in relation to his resignation.

The Board is pleased to announce that Mr. Gordon Ng (“**Mr. Ng**”) has been appointed as an Independent Non-executive Director of the Company, a member of Audit Committee and the Nomination Committee and the chairman of Remuneration Committee with effect from 1 September 2014.

Mr. Ng, aged 49, obtained his Bachelor’s degree in Microbiology and Biochemistry and Master’s degree in Intellectual Property from University of London. He was qualified as a solicitor in England and Wales in 1993 and Hong Kong in 1994. He has been the Head of Corporate Finance/Capital Market, Asia of the Hong Kong Office of an international law firm since July 2013. Prior to that, he had been a partner of a number of international law firms.

Mr. Ng is presently independent non-executive director of China Energine International (Holdings) Limited which is listed on the main board of the Stock Exchange of Hong Kong Limited.

Mr. Ng does not have any relationship with any other Director, senior management or substantial shareholder of the Company.

Mr. Ng has entered into a service contract with the Company for an initial term of 1 year commencing from 1 September 2014, renewable automatically for successive terms of one year. The service contract may be terminated by three months’ notice in writing served by either party. He is subject to retirement by rotation and re-election at the general meeting in accordance with the Bye-Laws of the Company.

As determined by the Board, Mr. Ng is entitled to a director’s fee of HK\$120,000 per annum, by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

As at the date of this announcement, Mr. Ng is not interested in any share of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save for the information set out above, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited nor are there other matters that need to be brought to the attention of shareholders in relation to the appointment of Mr. Ng as a director.

The Board would like to extend its appreciation to Mr. Lo for his valuable contribution during tenure of office in the Company, and would also like to express its welcome to Mr. Ng for joining the Board.

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

Hong Kong, 1 September 2014

As at the date of this announcement, the Board comprises eight directors, of which four are Executive Directors, namely Mr. Ngan Hei Keung, Madam Ngan Po Ling, Pauline, Mr. James S. Patterson and Ms. Maggie Gu; one Non-executive Director, Mr. Andrew Ngan; and three are Independent Non-executive Directors, namely Mr. Leung Shu Yin, William Mr. Liu Tieh Ching, Brandon, JP and Mr. Gordon Ng.