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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting (the “SGM”) of Mainland Headwear Holdings Limited (the “**Company**”) will be held at Mainland Headwear Holdings Limited, Rooms 1001-1005, 10th Floor, Tower II, Enterprise Square I, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 10 December 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) the manufacturing agreement (“**Manufacturing Agreement**”) dated 30 September 2014 between United Crown International Macao Commercial Offshore Limited, Wintax Trading Limited (the wholly owned subsidiaries of the Company) and the Company of one part (collectively, “**Manufacturer**”) and New Era Cap Co., Inc. (“**NEC**”) and New Era Cap Hong Kong, LLC of the other part in relation to the appointment of the Manufacturer as approved manufacturer for the production and manufacture of products to the purchasers (including NEC, affiliates of NEC and purchasers designated by NEC) for the initial term of 3 years ending 31 December 2017 and all the transactions contemplated in the Manufacturing Agreement are hereby approved, confirmed and ratified (details of the Manufacturing Agreement are set out in the Company’s circular dated 17 November 2014 (the “**Circular**”), copies of the Manufacturing Agreement and the Circular have been tabled at the meeting and respectively marked “A” and “B” initialed by the chairman of the meeting for identification purpose);

* *For identification purpose only*

- (b) the New Caps (as defined and more particularly described in the Circular) be and are hereby approved and confirmed; and
- (c) the directors of the Company, acting together, individually or by committee, be and are hereby authorised to take such actions, do such things and execute such further documents or deeds which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated under the Manufacturing Agreement for the initial term of 3 years ending 31 December 2017.”

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

Hong Kong, 17 November 2014

Notes:

1. A member of the Company entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-Laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the SGM is enclosed. In order to be valid, the form of proxy should be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, at the office of the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the SGM or adjourned meeting. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.

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.