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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 Strategic Financial Relations Limited, 24/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 11:00 a.m. on Monday, 31 October 2022 for the following purposes:

ORDINARY RESOLUTIONS

1. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) the extension (the “**Extension of Manufacturing Agreement**”) of the manufacturing agreement (the “**Manufacturing Agreement**”) dated 22 November 2019 between Wintax Trading Limited (a wholly-owned subsidiary of the Company) and the Company of one part (collectively, “**Manufacturer**”) and New Era Cap, LLC (in substitution of New Era Cap Co., Inc. subsequent to merger by operation of law) (“**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 an extended term of two years from 1 January 2023 through 31 December 2024 and all the transactions contemplated in the Extension of Manufacturing Agreement are hereby approved, confirmed and ratified (details of the Manufacturing Agreement are set out in the Company’s circular dated 6 October 2022 (the “**Circular**”),

* *for identification purpose only*

copies of the Manufacturing Agreement (as redacted in accordance with the waiver granted by The Stock Exchange of Hong Kong Limited, the details of which are set out in the paragraph headed “Application for a waiver from strict compliance with the Listing Rules” in the letter from the board of the Circular) and the Circular have been tabled at the SGM and marked “A” and “B” initialed by the chairman of the SGM for identification purpose);

- (b) the proposed new annual caps for the years ending 31 December 2023 and 2024 in relation to the Extension of Manufacturing Agreement and the transactions contemplated therein (as 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 Extension of Manufacturing Agreement.”
2. As special business, to consider and, if thought fit, pass with or without amendments, the revision of the annual cap for the year ending 31 December 2022 in relation to the Manufacturing Agreement and the transactions contemplated therein as an ordinary resolution.

SPECIAL RESOLUTION

3. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as a special resolution:

“THAT:

- (a) the proposed amendments to the existing bye-laws of the Company (the **“Proposed Amendments”**), the details of which are set out in Appendix I to the Circular be and are hereby approved;
- (b) the amended and restated bye-laws of the Company, a copy of which has been tabled at the SGM and marked “C” initialed by the chairman of the SGM for the purpose of identification, incorporating all the Proposed Amendments, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect; 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 adoption of the amended and restated bye-laws of the Company, including without limitation, attending to necessary filings with the Registrar of Companies in Hong Kong and Bermuda.”

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

Hong Kong, 6 October 2022

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.
3. To determine the identity of members who are entitled to attend and vote at the forthcoming SGM which will be held on Monday, 31 October 2022, the register of members of the Company will be closed from Wednesday, 26 October 2022 to Monday, 31 October 2022 (both dates inclusive). In order to qualify to attend the SGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong Branch Share Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 25 October 2022.
4. If tropical cyclone warning signal no. 8 or above, “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 8:00 a.m. on Monday, 31 October 2022, the meeting will be adjourned in accordance with the Bye-laws and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

As at the date hereof, the Board of Directors of the Company comprises eight directors, of which five are Executive Directors, namely Mr. Ngan Hei Keung, Madam Ngan Po Ling, Pauline, BBS, JP, Mr. James S. Patterson, Mr. Ngan Siu Hon, Alexander, and Mr. Lai Man Sing; and three are Independent Non-executive Directors, namely Mr. Leung Shu Yin, William, Mr. Liu Tieh Ching, Brandon, JP and Mr. Gordon Ng.