
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Mainland Headwear Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSED CHANGE OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING

A copy of the notice of the special general meeting of Mainland Headwear Holdings Limited (the “Special General Meeting”) to be held at Room 1001-1005, 10th Floor, Tower 2, Enterprise Square 1, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 18 November 2010 at 9:30 a.m. is set out on page 4 of this circular. Whether or not you are able to attend the Special General Meeting, please complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company’s Hong Kong Branch Share Registrar, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Special General Meeting. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the Special General Meeting should you so wish.

1 November 2010

* For identification purpose only

LETTER FROM THE BOARD



MAINLAND HEADWEAR HOLDINGS LIMITED

飛達帽業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1100)

Executive Directors:

Ngan Hei Keung (*Chairman*)

Ngan Po Ling, Pauline

(Deputy Chairman and Managing Director)

James S. Patterson

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Non-executive Director:

Tse Kam Fow

*Head office and principal place
of business in Hong Kong:*

Rooms 1001-1005

10th Floor, Tower 2

Enterprise Square I

9 Sheung Yuet Road

Kowloon Bay

Kowloon

Hong Kong

Independent Non-executive Directors:

Leung Shu Yin, William

Lo Hang Fong

Liu Tieh Ching, Brandon, *JP*

1 November 2010

To the Shareholders

Dear Sir/Madam,

PROPOSED CHANGE OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

The Board of Directors (the “Board”) announces that Grant Thornton (“GT”) has resigned as auditor of the Company with effect from 21 October 2010. The Board has proposed to appoint PricewaterhouseCoopers as the auditor of the Company to fill the casual vacancy following the resignation of GT and to hold office until the conclusion of the next annual general meeting of the Company.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with details of the change of auditor and to give you the notice convening a special general meeting at which an ordinary resolution will be proposed to approve the appointment of PricewaterhouseCoopers as the auditor of the Company.

PROPOSED CHANGE OF AUDITOR

The Board announces that GT has resigned as auditor of the Company with effect from 21 October 2010. The Board has proposed to appoint PricewaterhouseCoopers to fill the casual vacancy following the resignation of GT and to hold office until the conclusion of the next annual general meeting of the Company, subject to the appointment to be approved by the shareholders of the Company (“Shareholders”) at a special general meeting (“SGM”).

After carrying out their annual consideration, GT have decided to resign as auditors of the Company. The Board was informed by GT that the factors taken into account in reaching such a conclusion included the level of audit fees and their available internal resources in light of current work flows.

The Board considers it is in the best interests of the Company and its Shareholders as a whole, to appoint PricewaterhouseCoopers as the new auditor taking into account the factors that, including but not limited to, future expansion of the Company and its subsidiaries (the “Group”) and the future services required by the Group as a whole. The Board would like to express its appreciation for the professional services of GT to the Company in the past years.

GT has confirmed that there are no circumstances connected with their resignation which they consider should be brought to the attention of the Shareholders of the Company. The Board also confirms that there are no circumstances in respect of the change of the auditor which they consider should be brought to the attention of the Shareholders.

Further announcement will be made once the appointment of PricewaterhouseCoopers as the auditor of the Company has been approved by the Shareholders.

LETTER FROM THE BOARD

SGM

The SGM of the Company will be held at Room 1001-1005, 10th Floor, Tower 2, Enterprise Square 1, 9 Sheng Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 18 November 2010 at 9:30 a.m., the notice of which is set out on page 4 to this circular. Whether or not you will be able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment meeting thereof if you so wish.

VOTING AT SGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the SGM must be taken by poll.

RECOMMENDATION

The Directors consider that the ordinary resolution relating to the proposed appointment of PricewaterhouseCoopers as the auditor of the Company as referred to in this circular is in the best interests of the Company and the Shareholders as a whole and so recommend the Shareholders to vote in favour of the ordinary resolution at the SGM.

Yours faithfully,
For and on behalf of the Board
Mainland Headwear Holdings Limited
Ngan Hei Keung
Chairman

NOTICE OF SPECIAL GENERAL MEETING



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 a special general meeting of Mainland Headwear Holdings Limited (the “Company”) will be held at Room 1001-1005, 10th Floor, Tower 2, Enterprise Square 1, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 18 November 2010 at 9:30 a.m. to consider and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT** Messrs. PricewaterhouseCoopers be and are hereby appointed as the auditor of Mainland Headwear Holdings Limited (the “Company”) to fill the vacancy following the resignation of Messrs. Grant Thornton and to hold office until the conclusion of the next annual general meeting of the Company, and the Directors of the Company be and are hereby authorised to fix the remuneration of the appointed auditor.”

Yours faithfully,
For and on behalf of the Board
Mainland Headwear Holdings Limited
Ngan Hei Keung
Chairman

Hong Kong, 1 November 2010

* *For identification purpose only*

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the special general meeting 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 special general meeting 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the special general meeting 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.