

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



PACIFIC TEXTILES HOLDINGS LIMITED
互太紡織控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01382)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Pacific Textiles Holdings Limited (the **“Company”**) will be held at 7th Floor, Block B, Eastern Sea Industrial Building, 48-56 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Friday, 29 April 2011 at 11:00 a.m. for the following purposes of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the transactions contemplated under the Brandix Sale of Products Master Agreement (as defined in the circular to the shareholders of the Company dated 11 April 2011 (the **“Circular”**)) (the **“Continuing Connected Transaction”**) and the proposed revised annual caps for the Continuing Connected Transaction for each of the three years ending 31 March 2013 as set out in the Circular be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company (**“Director”**) be and is hereby authorized to do all actions and to sign, execute and deliver all such agreements, deeds and documents for and on behalf of the Company as such Director may in his discretion consider necessary or desirable for the purpose of giving effect to the revision of the proposed annual caps for the Continuing Connected Transaction, the implementation or the exercise or enforcement of any of the rights and performance of any of the obligations thereunder.”

2. **“THAT:**

- (a) the placement of part of the PT Sri Lanka Shares (as defined in the Circular) currently held by Pacific Textured Jersey Holdings Limited and Brandix Lanka Limited to certain institutional and non-institutional investors under the Pre-IPO Private Placement (as defined in the Circular) be and is hereby approved;
- (b) initial public offering of new PT Sri Lanka Shares to be issued by Textured Jersey Lanka (Private) Limited (**“PT Sri Lanka”**) for subscription by the public in Sri Lanka under the PT Sri Lanka IPO (as defined in the Circular) be and is hereby approved; and
- (c) any one Director be and is hereby authorized to do all actions and to sign, execute and deliver all such agreements, deeds and documents for and on behalf of the Company as such Director may in his discretion consider necessary or desirable for the purpose of giving effect to the Pre-IPO Private Placement and the PT Sri Lanka IPO.”

* For identification purpose only

3. **“THAT:**

- (a) assured entitlement requirement in respect of the PT Sri Lanka IPO in connection with the proposed spin off of PT Sri Lanka for separate listing on Main Board of Colombo Stock Exchange (**“Proposed Spin-off”**) in accordance with Practice Note 15 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (**“Practice Note 15”**) be and is hereby waived; and
- (b) any one Director be and is hereby authorized to do all actions and to sign, execute and deliver all such agreements, deeds and documents for and on behalf of the Company as such Director may in his discretion consider necessary or desirable for the purpose of giving effect to the Proposed Spin-off without strict compliance with the assured entitlement requirement under Practice Note 15.”

By order of the Board of Directors
Lam Hing Chau, Leon
Company Secretary

Hong Kong, 11 April 2011

Notes:

- (i) Each of the resolutions set out in this notice will be voted by poll.
- (ii) Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (iii) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy thereof shall be deposited at the head office and principal place of business of the Company in Hong Kong at 7th Floor, Block B, Eastern Sea Industrial Building, 48-56 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time for holding the extraordinary general meeting or any adjourned meeting.
- (iv) The translation into Chinese language of this notice is for reference only. In case of inconsistency, the English version shall prevail.

As at the date of this announcement, the executive Directors are Mr. WAN Wai Loi (Chairman), Mr. TSANG Kang Po, Mr. LAM Wing Tak, Dr. LAM King Man and Mr. LAM Hing Chau, Leon, the non-executive Directors are Mr. CHOI Kin Chung, Mr. IP Ping Im and Mr. LAU Yiu Tong and the independent non-executive Directors are Mr. CHAN Yue Kwong, Michael, Mr. NG Ching Wah and Mr. SZE Kwok Wing, Nigel.