



## PLAYMATES HOLDINGS LIMITED

彩星集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code : 635)

### Special General Meeting held on 25 January 2008 – Poll Results

At the Special General Meeting of Playmates Holdings Limited (the “Company”) held on 25 January 2008 (“SGM”), a poll was demanded by the Chairman for voting on all proposed resolutions. The Company is pleased to announce the poll results in respect of the resolutions proposed at the SGM as follows:

|     | Ordinary Resolutions  | No. of Votes (%)          |                      |
|-----|---|---------------------------|----------------------|
|     |   | For                       | Against              |
| A1. | “ <b>THAT</b> , conditional upon the passing of Special Resolution B1 below and the fulfilment of all conditions therein and conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited (the “ <b>Stock Exchange</b> ”) granting listing of, and permission to deal in, the shares of HK\$0.01 each of Playmates Toys Limited (“ <b>Playmates Toys</b> ”) in issue (“ <b>Playmates Toys Shares</b> ”) as mentioned in the listing document of Playmates Toys dated 31 December 2007 (the “ <b>Listing Document</b> ”, a copy of which has been tabled at the meeting marked “ <b>A</b> ” and signed by the Chairman for the purpose of identification), Playmates Toys and its subsidiaries (“ <b>Playmates Toys Group</b> ”) be and are hereby spun-off from the Company’s group by the declaration of a special interim dividend for the year ending 31 December 2007 in a sum equal to the nominal value of not less than approximately 222,523,256 Playmates Toys Shares representing approximately 45% of the entire issued share capital of Playmates Toys, which will be transferred among the holders of shares in the capital of the Company on the register of members of the Company at 4:00 p.m. on 25 January 2008 on the condition that the same shall not be paid in cash but be satisfied by the distribution of the Playmates Toys Shares (the “ <b>Spin-Off by way of Distribution</b> ”) to such holders (or as they may direct) in proportion as near as may be to their then existing holdings of shares in the capital of the Company on the terms and conditions set out in the circular sent to the shareholders of the Company dated 31 December 2007 (the “ <b>Circular</b> ” of which the Notice of Special General Meeting forms a part and a copy of which has been tabled at the meeting marked “ <b>B</b> ” and signed by the Chairman for identification purpose) and the directors of the Company be and are hereby authorised to give effect to such spin-off, distribution and transfer provided that:– | 1,085,064,520<br>(99.89%) | 1,141,440<br>(0.11%) |

|     |  |                           |                       |
|-----|--|---------------------------|-----------------------|
|     | <p>(a) in the case of persons having registered addresses not in Hong Kong (except for persons whose addresses, as shown on the register of members of the Company at the close of business on the Distribution Record Date, are in the United Kingdom, Malaysia, Singapore, Macau and the United States) the relevant Playmates Toys Shares shall not be issued to such persons but shall be aggregated and sold in the market and the proceeds of sale, after deduction of expenses, distributed pro rata to such persons unless such amount falling to be distributed to any such person is less than HK\$100 in which case such amount will be retained for the benefit of the Company; and</p> <p>(b) no fractional entitlements to the Playmates Toys Shares shall be issued as aforesaid, but the fractional entitlements shall be aggregated and sold for the benefit of the Company. The net proceeds of the sale will be retained for the benefit of the Company.</p> <p><b>AND</b> the directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary or expedient at their absolute discretion to give effect to the transactions contemplated by and implement the Spin-Off by way of Distribution.”</p> |                           |                       |
| A2. | <p>“<b>THAT</b> conditional on the passing of ordinary resolution A1 above and the fulfillment of all conditions therein and subject to the conditions in the Circular for the approval of the Playmates Toys Option Scheme (hereafter defined) being fulfilled, the rules of the share option scheme of Playmates Toys (the “<b>Playmates Toys Option Scheme</b>”, a copy of which has been tabled at the meeting marked “<b>C</b>” and signed by the Chairman for purpose of identification) be and are hereby approved;</p> <p><b>AND</b> the directors of Playmates Toys and the Company be and are hereby authorised to do all such acts and things as they consider necessary or expedient at their absolute discretion to give effect to the transactions contemplated by and implement the Playmates Toys Option Scheme.”</p>  | 1,072,420,640<br>(98.73%) | 13,785,320<br>(1.27%) |

As more than 50% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions.

|     | Special Resolutions  | No. of Votes (%)          |                      |
|-----|--|---------------------------|----------------------|
|     |  | For                       | Against              |
| B1. | <p>“<b>THAT</b> subject to the conditions in the Circular for the Capital Reorganisation (hereafter defined) being fulfilled, with effect from 4:00 p.m. on the date on which this resolution is passed (the “<b>Effective Date</b>”):-</p> <p>(a) the nominal value of the issued share capital of the Company be reduced by cancelling paid up capital to the extent of HK\$0.09 on each of the shares of HK\$0.10 in the capital of the Company in issue on the Effective Date (the “<b>Capital Reduction</b>”) so that each issued share in the capital of the Company shall be treated as one fully-paid up share of HK\$0.01 in the capital of the Company (the “<b>Reduced Share</b>”);</p> <p>(b) subject to and forthwith upon the Capital Reduction taking effect, the credit arising from the Capital Reduction be credited to the contributed surplus account of the Company where they may be utilised in accordance with the bye-laws of the Company and all applicable laws at the discretion of the directors of the Company (the “<b>Application of Credit</b>”); and</p> <p>(c) forthwith upon the Capital Reduction taking effect, every ten (10) Reduced Shares be consolidated into one (1) share of HK\$0.10 (the “<b>Consolidated PHL Share</b>”) in the issued capital of the Company (the “<b>Share Consolidation</b>”);</p> <p><b>AND</b> the directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary or expedient at their absolute discretion to give effect to the transactions contemplated by and implement the Capital Reduction and the Share Consolidation (collectively the “<b>Capital Reorganisation</b>”).</p> | 1,083,994,620<br>(99.80%) | 2,211,340<br>(0.20%) |

|     |   |                           |                    |
|-----|---|---------------------------|--------------------|
| B2. | <p>“<b>THAT</b> subject to the conditions set out in the Circular for the amendments to the Company’s Bye-Laws being fulfilled, the Bye-Laws of the Company be amended by amending or adding (as appropriate) the following Bye-Laws of the Company in the manner set out in appendix II of the Circular:–</p> <p>(i) Bye-Law 46;<br/> (ii) Bye-Law 57A;<br/> (iii) Bye-Law 66;<br/> (iv) Bye-Law 67;<br/> (v) Bye-Law 87(1);<br/> (vi) Bye-Law 96;<br/> (vii) Bye-Law 120(2);<br/> (viii) Bye-Law 153;<br/> (ix) Bye-Law 153A;<br/> (x) Bye-Law 153B;<br/> (xi) Bye-Law 154(2);<br/> (xii) Bye-Law 156;<br/> (xiii) Bye-Law 160;<br/> (xiv) Bye-Law 161; and<br/> (xv) Bye-Law 163</p> <p><b>AND</b> the directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary or expedient at their absolute discretion to give effect to the transactions contemplated by and implement the Bye-Laws amendments and/or additions.”</p> | 1,085,460,440<br>(99.93%) | 745,520<br>(0.07%) |
|-----|---|---------------------------|--------------------|

As more than 75% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as special resolutions.

*Notes:*

1. The total number of shares entitling the holders to attend and vote for or against all the resolutions at the SGM: 2,237,249,569 shares.
2. The total number of shares entitling the holders to attend and vote only against any of the resolutions at the SGM: Nil.
3. As at 28 December 2007, being the latest practicable date prior to the printing of the circular of the Company dated 31 December 2007, no party has informed the Company of the intention to vote against or abstain from voting in any of the above resolutions.
4. The number of votes in the above poll results represents votes cast by shareholders who were present and voting (either personally, by proxy or by corporate representative).
5. Tricor Abacus Limited acted as scrutineer for the vote-taking at the SGM.

As at the date hereof, the board of directors of the Company comprises the following directors:

*Executive Directors:*

Mr. Chan Chun Hoo, Thomas (*Chairman*), Mr. Cheng Bing Kin, Alain, Mr. To Shu Sing, Sidney

*Non-executive Directors:*

Mr. Tsim Tak Lung (*Deputy Chairman*), Mr. Ip Shu Wing, Charles, Mr. Lee Peng Fei, Allen (*Independent*), Mr. Lo Kai Yiu, Anthony (*Independent*), Mr. Yu Hon To, David (*Independent*)

By order of the board  
**Playmates Holdings Limited**  
**Ng Ka Yan**  
*Company Secretary*

Hong Kong, 25 January 2008

\* *For identification purpose only*