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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 3 December 2009 – Poll Result

The board of directors (“**Board**”) of Playmates Holdings Limited (“**Company**”) is pleased to announce that at the Special General Meeting of the Company (“**SGM**”) held on 3 December 2009, the ordinary resolution on a major and connected transaction in relation to the subscription of convertible bonds issued by Playmates Toys Limited (“**Major and Connected Transaction**”) was duly passed by the independent shareholders of the Company by way of poll.

Reference is made to the circular dated 17 November 2009 (“**Circular**”) issued by the Company to its shareholders on the Major and Connected Transaction. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

The SGM was held on 3 December 2009 to consider the ordinary resolution as set out in the notice of SGM dated 17 November 2009 in relation to the Major and Connected Transaction.

As at the date of the SGM, the issued ordinary share capital of the Company comprises 224,568,157 shares. As stated in the Circular, TGC Assets Limited, Mr. Chan Chun Hoo, Thomas and their respective associates, holding in aggregate 96,600,000 shares representing approximately 43.02% of the total issued share capital of the Company as at the date of the SGM, were required to abstain and have so abstained from voting on the ordinary resolution at the SGM. Therefore, the total number of shares entitling the independent shareholders of the Company to attend and vote for or against the ordinary resolution at the SGM was 127,968,157 shares, representing approximately 56.98% of the total issued share capital of the Company as at the date of the SGM. There was no shareholder who was entitled to attend and vote only against the ordinary resolution at the SGM.

The Company is pleased to announce the poll result in respect of the ordinary resolution proposed at the SGM as follows:

Ordinary Resolution	No. of Votes (%)	
	For	Against
<p>“THAT</p> <p>(i) the Subscription Agreement entered into between PIL Toys, an indirect wholly-owned subsidiary of the Company, as the subscriber and PTL as the issuer for the issue of the Convertible Bonds in the aggregate principal amount of US\$30 million to PIL Toys convertible up to 300 million Conversion Shares in total at the Conversion Price of US\$0.10 per Conversion Share within five years from the date of issue of the Convertible Bonds (a copy of the Subscription Agreement having been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and all the transactions contemplated thereunder, including, without limitation, the exercise by PIL Toys of the conversion rights attached to the Convertible Bonds (assuming such conversion rights are so exercised) be and are hereby approved, confirmed and ratified and any director be and is hereby authorized to make such changes or amendments to the Subscription Agreement and to execute other documents in relation thereto as such director, in his absolute discretion, deems fit; and</p> <p>(ii) the Directors be and are hereby authorized to take all steps and to do all such acts and things, to sign and execute all such further documents as the Directors may in their absolute discretion consider necessary, desirable or expedient to implement and/or give effect to or in connection with the Subscription Agreement and all the transactions contemplated thereunder, including, without limitation, the exercise by PIL Toys of the conversion rights attached to the Convertible Bonds.</p> <p>Capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 17 November 2009, unless the context requires otherwise.”</p>	<p>39,475,891 (99.99%)</p>	<p>320 (0.01%)</p>

As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed as an ordinary resolution.

The branch share registrars of the Company, Tricor Abacus Limited, acted as scrutineer for the vote-taking at the SGM.

By order of the Board
Ng Ka Yan
Company Secretary

Hong Kong, 3 December 2009

As at the date hereof, the Board comprises the following directors:

Mr. Chan Chun Hoo, Thomas (*Chairman and Executive Director*), Mr. Cheng Bing Kin, Alain (*Executive Director*), Mr. Ip Shu Wing, Charles (*Non-executive Director*), Mr. Lee Peng Fei, Allen (*Independent Non-executive Director*), Mr. Lo Kai Yiu, Anthony (*Independent Non-executive Director*), Mr. To Shu Sing, Sidney (*Executive Director*), Mr. Tsim Tak Lung (*Deputy Chairman and Non-executive Director*) and Mr. Yu Hon To, David (*Independent Non-executive Director*)

** For identification purpose only*