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## **PLAYMATES TOYS LIMITED**

**彩星玩具有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code : 869)**

### **Special General Meeting held on 3 December 2009 – Poll Result**

The board of directors (“**Board**”) of Playmates Toys 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 connected transaction in relation to the issue of convertible bonds (“**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 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 Connected Transaction.

As at the date of the SGM, the issued ordinary share capital of the Company comprises 495,500,000 shares. As stated in the Circular, Playmates Holdings Limited, TGC Assets Limited, Mr. Chan Chun Hoo, Thomas and their respective associates, holding in aggregate 347,875,044 shares representing approximately 70.21% 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 147,624,956 shares, representing approximately 29.79% 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><b>“THAT</b></p> <p>(i) the Subscription Agreement entered into between the Company as the issuer and PIL Toys, an indirect wholly-owned subsidiary of PHL, as the subscriber 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, (a) the issue of the Convertible Bonds and (b) the issue of new Shares by the Company pursuant to the exercise of the conversion rights attaching to the Convertible Bonds 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;</p> <p>(ii) the Directors be and are hereby authorized to issue the Convertible Bonds and allot and issue such number of Shares fall to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds on and subject to the terms and conditions contained in the Subscription Agreement (“Specific Mandate”) and THAT the Specific Mandate shall be in addition to, and shall not prejudice or revoke the existing general mandate granted to the Directors by the Shareholders in the annual general meeting of the Company held on 12 May 2009 or such other general or specific mandate(s) which may from time to time be granted to the Directors; and</p> <p>(iii) 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.</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>38,367,728 (99.99%)</p>	<p>200 (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. Chow Yu Chun, Alexander (*Independent Non-executive Director*), Mr. Lee Ching Kwok, Rin (*Independent Non-executive Director*), Mr. Novak, Lou Robert (*Executive Director*), Mr. To Shu Sing, Sidney (*Executive Director*) and Mr. Yang, Victor (*Independent Non-executive Director*)

*\* For identification purpose only*