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PLAYMATES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 635)

Annual General Meeting held on 18 May 2017 – Poll Results Retirement of Chairman, Change of Chairman of Nomination Committee and Change of Composition of Compensation Committee Appointment of Director Change of Authorised Representatives Effective Date of the Share Subdivision

At the Annual General Meeting of Playmates Holdings Limited (the “**Company**”) held on 18 May 2017 (“**AGM**”), a poll was demanded by the Chairman of the meeting for voting on all proposed resolutions as set out in the notice of AGM dated 12 April 2017.

As at the date of the AGM, the number of issued shares of the Company was 209,080,000 shares, which was the total number of shares entitling the holders to attend and vote for or against all resolutions at the AGM. The poll results in respect of each of the proposed resolutions at the AGM are as follows:

	Ordinary Resolutions		No. of Votes (%)		Total number of votes cast
			For	Against	
1.	To receive and consider the audited accounts and the reports of the directors and auditors of the Company for the year ended 31 December 2016.		122,058,950 (100.00%)	0 (0.00%)	122,058,950
2(a).	(i)	To re-elect Mr. Lee Peng Fei, Allen as director of the Company.	121,931,630 (99.89%)	132,320 (0.11%)	122,063,950
	(ii)	To re-elect Mr. Tsim Tak Lung as director of the Company.	121,014,950 (99.14%)	1,049,000 (0.86%)	122,063,950

	Ordinary Resolutions	No. of Votes (%)		Total number of votes cast
		For	Against	
2(b).	To approve the appointment of Ms. Helen Chan as director of the Company.	121,941,950 (99.90%)	122,000 (0.10%)	122,063,950
3.	To appoint auditors of the Company.	122,059,630 (100.00%)	0 (0.00%)	122,059,630
4A.	To approve the subdivision of every one (1) existing issued and unissued ordinary share of par value of \$0.10 each in the share capital of the Company into ten (10) ordinary share of par value of \$0.01 each in the share capital of the Company.	122,058,530 (99.99%)	5,420 (0.01%)	122,063,950
4B.	To grant an unconditional mandate to the directors to repurchase the Company's own shares not exceeding 10% of the issued share capital of the Company.	122,060,850 (99.99%)	3,100 (0.01%)	122,063,950
4C.	To grant an unconditional mandate to the directors to issue and allot additional shares not exceeding 20% of the issued share capital of the Company.	105,761,557 (86.64%)	16,302,393 (13.36%)	122,063,950
4D.	To extend the mandate granted under Resolution No. 4C by including the number of shares repurchased by the Company pursuant to Resolution No. 4B.	105,865,877 (86.73%)	16,198,073 (13.27%)	122,063,950

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 Resolution	No. of Votes (%)		Total number of votes cast
		For	Against	
5.	To approve the amendment to the Bye-laws.	121,947,630 (99.91%)	114,320 (0.09%)	122,061,950

As more than 75% of the votes were cast in favour of above resolution, the above resolution was duly passed as special resolution.

The number of votes in the above poll results represent votes cast by shareholders who were present and voting (either personally, by proxy or by corporate representative).

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

There was no share entitling the shareholder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no shareholder of the Company was required under the Listing Rules to abstain from voting at the AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the AGM. No parties have indicated in the circular to the shareholders dated 12 April 2017 (“**Circular**”) that they intended to abstain from voting on or vote against any of the resolutions at the AGM.

RETIREMENT OF CHAIRMAN, CHANGE OF CHAIRMAN OF NOMINATION COMMITTEE AND CHANGE OF COMPOSITION OF COMPENSATION COMMITTEE

Reference is made to the Announcement of the Company on 7 April 2017 (“**Announcement**”).

As previously announced, Mr. Chan Chun Hoo, Thomas (“**Mr. Chan**”), the Chairman of the Board of Directors of the Company (“**Board**”), has decided not to stand for re-election upon expiry of the present term of directorship at the AGM. Consequently, Mr. Chan has retired as the Chairman and a director of the Company at the conclusion of the AGM. Following his retirement, Mr. Chan also ceased to be the Chairman of the Nomination Committee of the Company.

Mr. Chan confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders in respect of his not seeking for re-election.

The Board would like to express sincere appreciation to Mr. Chan for his invaluable contribution to Playmates Group over half a century.

The Board designated Mr. To Shu Sing, Sidney (“**Mr. To**”), an executive director of the Company, to succeed Mr. Chan as Chairman of the Board with effect from the conclusion of the AGM. The biographical details of Mr. To are set out in the Announcement.

The Board announces that Mr. To has also been appointed as the Chairman of the Nomination Committee of the Company with effect from 18 May 2017.

The Board further announces that Mr. To and Mr. Ip Shu Wing, Charles, an independent non-executive director of the Company, have been appointed as members of the Compensation Committee of the Company with effect from 18 May 2017.

APPOINTMENT OF DIRECTOR

The Board is pleased to announce that, Ms. Helen Chan was elected by the shareholders at the AGM as a Director of the Company with effect from the conclusion of the AGM. The biographical details of Ms. Chan are set out in the Announcement and Appendix II to the Circular.

The Company takes this opportunity to express its warmest welcome to Ms. Helen Chan for joining the Board.

CHANGE OF AUTHORISED REPRESENTATIVES

The Board also announces that Ms. Helen Chan has been appointed to replace Mr. Chan as one of the authorised representatives of the Company pursuant to Rule 3.05 of the Listing Rules with effect from 18 May 2017.

EFFECTIVE DATE OF THE SHARE SUBDIVISION

All the conditions precedent to the Share Subdivision (as defined in the announcement of the Company on 29 March 2017) had been fulfilled and the Share Subdivision will become effective on Friday, 19 May 2017. Shareholders may, during the period from 19 May to 27 June 2017 (both days inclusive) between 9:00 a.m. and 4:30 p.m. on any Business Day (as defined in the said announcement), submit share certificates for the existing shares in green colour to the Company’s branch share registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, to exchange, at the expense of the Company, for new certificates of the Subdivided Shares (as defined in the said announcement) in orange colour. After the expiry of such period, each share certificate for the existing shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by The Stock Exchange of Hong Kong Limited) for each new share certificate issued for the Subdivided Shares or each share certificate for the existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher.

By order of the Board
Ng Ka Yan
Company Secretary

Hong Kong, 18 May 2017

As at the date of this announcement and after the conclusion of the AGM, the Board of the Company comprises the following directors:

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