



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 29/02/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Playmates Toys Limited

Date Submitted 6 March 2012

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 869 Description : Ordinary Shares

	No. of ordinary shares	Par value (HKD)	Authorised share capital (HKD)
Balance at close of preceding month	<u>3,000,000,000</u>	<u>0.01</u>	<u>30,000,000.00</u>
Increase/(decrease)	<u>0</u>		<u>0</u>
Balance at close of the month	<u>3,000,000,000</u>	<u>0.01</u>	<u>30,000,000.00</u>

~~(2) Stock code : \_\_\_\_\_ Description : \_\_\_\_\_~~

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
<del>Balance at close of preceding month</del>	<del>_____</del>	<del>_____</del>	<del>_____</del>
<del>Increase/(decrease)</del>	<del>_____</del>		<del>_____</del>
<del>Balance at close of the month</del>	<del>_____</del>	<del>_____</del>	<del>_____</del>

## 2. Preference Shares

Stock code : _____ Description : _____			
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code : _____ Description : _____			
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*HKD*) : 30,000,000.00

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<b>1,051,748,208</b>			
Increase/-(decrease) during the month	<b>65,003,770</b>			
Balance at close of the month	<b>1,116,751,978</b>			

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<u>1. Share</u>						
<u>Option Scheme</u>						
<u>(25/01/2008)</u>						
<u>Ordinary shares</u>	-	-	-	-	-	<u>20,701,250</u>
<i>(Note 1)</i>						
<u>2.</u>						
<u>( / / )</u>						
<u>shares</u>						
<i>(Note 1)</i>						
<u>3.</u>						
<u>( / / )</u>						
<u>shares</u>						
<i>(Note 1)</i>						
			Total A. (Ordinary shares)	-		
			(Preference shares)	-		
			(Other class)	-		
Total funds raised during the month from exercise of options (HKD)				<u>0</u>		

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Warrants 2012						
	HK\$	59,738,531.40	29,251,696.50	30,486,834.90	65,003,770	67,748,522
( 03 / 08 / 2012 )						
Stock code (if listed)	965					
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$0.45					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
2.						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3.						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4.						
( / / )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total B.	(Ordinary shares)	65,003,770
					(Preference shares)	-
					(Other class)	-

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Bond due 2016	US\$	10,000,000	0	5,000,000	0	57,142,857
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	US\$0.0875					
EGM approval date (if applicable) (dd/mm/yyyy)	(03/12/2009)					
2.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total C. (Ordinary shares)	-	
				(Preference shares)	-	
				(Other class)	-	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )	_____	_____
2. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )	_____	_____
3. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )	_____	_____
Total D. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____	- _____ - _____ - _____	_____ _____ _____

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____	_____

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend	At price : State currency _____	_____		
		Class of shares issuable _____ (Note 1)		
		Issue and allotment date : (dd/mm/yyyy) ( / / )		
		EGM approval date: (dd/mm/yyyy) ( / / )		
6. Repurchase of shares		_____		
		Class of shares repurchased (Note 1) _____		
		Cancellation date : (dd/mm/yyyy) ( / / )		
		EGM approval date: (dd/mm/yyyy) ( / / )		
7. Redemption of shares		_____		
		Class of shares redeemed (Note 1) _____		
		Redemption date: (dd/mm/yyyy) ( / / )		
		EGM approval date: (dd/mm/yyyy) ( / / )		
8. Consideration issue	At price : State currency _____	_____		
		Class of shares issuable _____ (Note 1)		
		Issue and allotment date : (dd/mm/yyyy) ( / / )		
		EGM approval date: (dd/mm/yyyy) ( / / )		



For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ (Note 1)		
	Issue and allotment date : (dd/mm/yyyy)	( / / )	
	EGM approval date: (dd/mm/yyyy)	( / / )	
10. Other (Please specify)      At price : State currency _____	Class of shares issuable _____ (Note 1)		
	Issue and allotment date : (dd/mm/yyyy)	( / / )	
	EGM approval date: (dd/mm/yyyy)	( / / )	
		Total E. (Ordinary shares) - _____	
		(Preference shares) - _____	
		(Other class) - _____	

Total increase / <del>(decrease)</del> in ordinary shares during the month (i.e. Total of A to E):	(1)	65,003,770
	(2)	-
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		-
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		-
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

The principal amount of the Convertible Bond due 2016 was reduced from US\$10 million to US\$5 million due to repayment of part of the principal. Accordingly, the number of conversion shares which would fall to be issued by the Company upon full exercise of the conversion rights attached to the Convertible Bond was also decreased from 114,285,714 conversion shares to 57,142,857 conversion shares.

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Submitted by: Ng Ka Yan

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*