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## **PLAYMATES HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code : 635)**

### **Annual General Meeting held on 21 May 2021 – Poll Results Retirement and Resignation of Independent Non-executive Directors Appointment of Independent Non-executive Director and Executive Director**

#### **POLL RESULTS OF THE ANNUAL GENERAL MEETING**

At the Annual General Meeting of Playmates Holdings Limited (the “**Company**”) held on 21 May 2021 (“**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 24 March 2021.

As at the date of the AGM, the number of issued shares of the Company was 2,090,000,000 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:

	<b>Ordinary Resolutions</b>		<b>No. of Votes (%)</b>		<b>Total number of votes cast</b>
			<b>For</b>	<b>Against</b>	
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 2020.		1,448,897,729 (100%)	0 (0.00%)	1,448,897,729
2.	(a)(i)	To re-elect Mr. Cheng Bing Kin, Alain as director of the Company.	1,448,637,699 (99.98%)	260,030 (0.02%)	1,448,897,729
	(a)(ii)	To re-elect Mr. Lo Kai Yiu, Anthony as director of the Company.	1,445,568,699 (99.93%)	958,030 (0.07%)	1,446,526,729

	Ordinary Resolutions		No. of Votes (%)		Total number of votes cast
			For	Against	
2.	(b)(i)	To approve appointment of Dr. Or Ching Fai, Raymond as director of the Company.	1,448,637,797 (99.98%)	259,932 (0.02%)	1,448,897,729
	(b)(ii)	To approve appointment of Mr. Chan Kong Keung, Stephen as director of the Company.	1,448,637,699 (99.98%)	260,030 (0.02%)	
3.	To appoint Grant Thornton Hong Kong Limited as the auditors of the Company.		1,448,897,729 (100.00%)	0 (0.00%)	1,448,897,729
4A.	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.		1,448,897,629 (99.99%)	100 (0.01%)	1,448,897,729
4B.	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.		1,402,744,427 (96.97%)	43,782,302 (3.03%)	1,446,526,729
4C.	To extend the mandate granted under Resolution No. 4B by including the number of shares repurchased by the Company pursuant to Resolution No. 4A.		1,402,787,627 (96.98%)	43,739,102 (3.02%)	1,446,526,729

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.

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 24 March 2021 (the “**Circular**”) that they intended to abstain from voting on or vote against any of the resolutions at the AGM.

## **RETIREMENT AND RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS, APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND EXECUTIVE DIRECTOR**

Reference is made to the announcement of the Company on 24 March 2021 (the “**Announcement**”) and the Circular.

### *Resignation of Independent Non-executive Director*

Mr. Ip Shu Wing, Charles (“**Mr. Ip**”) has tendered his resignation to act as an independent non-executive director (“**INED**”) of the Company with effect from the conclusion of the AGM. Following his resignation, Mr. Ip also ceased to be the chairman of the Compensation Committee and a member of the Nomination Committee of the Company.

Mr. Ip confirmed that he has no disagreement with the board of directors of the Company (“**Board**”) and there is no matter that needs to be brought to the attention of the shareholders in respect of his resignation.

### *Retirement of Independent Non-executive Director*

Mr. Yu Hon To, David (“**Mr. Yu**”) did not offer himself for re-election at the AGM and accordingly he retired as an INED of the Company at the conclusion of the AGM. Following his retirement, Mr. Yu also ceased to be a member of each of the Compensation Committee and the Audit Committee of the Company.

Mr. Yu 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 retirement.

The Board would like to express sincere appreciation to Mr. Ip and Mr. Yu for their invaluable contribution to the Company during their tenure of office.

### *Appointment of Independent Non-executive Director and Executive Director*

The Board is pleased to announce that, (1) Dr. Or Ching Fai, Raymond (“**Dr. Or**”) and (2) Mr. Chan Kong Keung Stephen (“**Mr. Chan**”) were elected by the shareholders at the AGM as an INED and an executive director the Company respectively. The biographical details of Dr. Or and Mr. Chan are set out in the Announcement and Appendix II to the Circular.

The Company takes this opportunity to express its warmest welcome to Dr. Or and Mr. Chan for joining the Board.

Following to the resignation of Mr. Ip and the retirement of Mr. Yu, (1) the members of the Audit Committee do not comprise a majority of INEDs as required under Rule 3.21 of the Listing Rules; (2) the chairman of the Compensation Committee falls vacant and the members of the Compensation Committee do not comprise a majority of INEDs as required under Rule 3.25 of the Listing Rules; and (3) the members of the Nomination Committee do not comprise a majority of INEDs as required under Code Provision A.5.1 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

In this regard, the Board will use its best endeavours to appoint appropriate Board members to fill up the above vacancies as soon as practicable and will publish further announcement(s) as and when appropriate.

By order of the Board  
**Ng Ka Yan**  
*Company Secretary*

Hong Kong, 21 May 2021

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. Chan, Kong Keung, Stephen (*Executive Director*); Mr. Cheng Bing Kin, Alain (*Executive Director*); Mr. Lee Ka Sze, Carmelo (*Non-executive Director*); Mr. Lo Kai Yiu, Anthony (*Independent Non-executive Director*); Dr. Or Ching Fai, Raymond (*Independent Non-executive Director*); Mr. Tang Wing Yung, Thomas (*Independent Non-executive Director*) and Mr. Tsim Tak Lung (*Deputy Chairman and Non-executive Director*)