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## **PLAYMATES TOYS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 869)

### **SUPPLEMENTAL ANNOUNCEMENT**

#### **PROPOSED GRANT OF SHARE OPTIONS**

Reference is made to the announcement of Playmates Toys Limited (“**Company**”) dated 13 March 2019 (“**Announcement**”) in relation to the conditional grant of share options (“**Share Options**”) by the Company to Guru Animation Studio Ltd. (“**Grantee**”) to subscribe for 20,000,000 shares with nominal value of HK\$0.01 each of the Company (“**Shares**”), pursuant to a licence agreement entered into with the Grantee as licensor and Playmates International Company Limited as licensee on 13 March 2019. As disclosed in the Announcement, the Share Options were proposed to be granted under the general mandate (“**General Mandate**”) pursuant to an ordinary resolution passed by the shareholders of the Company (“**Shareholders**”) at the annual general meeting of the Company held on 21 May 2018.

The board of directors of the Company (“**Board**”) hereby announces that on 12 April 2019, the Company has conditionally granted the said Share Options under the share option scheme adopted by the Company on 21 May 2018 (“**Share Option Scheme**”) which is subject to the acceptance of the Grantee and approval by the Shareholders in a general meeting, instead of under the General Mandate as disclosed in the Announcement. Details of the Share Options granted are stated below.

#### **PROPOSED GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”).

The Board hereby announces that on 12 April 2019, the Company has conditionally granted the Share Options to subscribe for an aggregate of 20,000,000 Shares to the Grantee under the Share Option Scheme, subject to the acceptance of the Grantee and approval by the Shareholders in a general meeting. Details of Share Options granted are as follows:

Date of Grant	:	12 April 2019
Number of Share Options granted	:	20,000,000 Share Options, each Share Option shall entitle the Grantee to subscribe for one Share upon exercise of such Share Option

Exercise price of Share Options granted	:	HK\$0.792 per Share
Closing price of the Shares on the Date of Grant	:	HK\$0.700 per Share
The average closing price of the Shares for the five business days immediately preceding the Date of Grant	:	HK\$0.706 per Share
Validity period of Share Options	:	From the Date of Grant to 31 December 2023
Vesting schedule of Share Options	:	The Share Options shall be vested and become exercisable pursuant to the following schedule: <ul style="list-style-type: none"> <li>(i) 10,000,000 Share Options shall be vested and become exercisable beginning from the Date of the Grant to 31 December 2023; and</li> <li>(ii) 10,000,000 Share Options shall be vested and become exercisable beginning from 31 December 2020 to 31 December 2023.</li> </ul>

The total of 20,000,000 Shares to be subscribed under the Share Options granted represent approximately 1.69% of the existing issued share capital of the Company as at the Date of Grant and approximately 1.67% of the enlarged issued share capital of the Company, assuming the Share Options are fully exercised. As at the Date of the Grant, the Company has 1,180,000,000 Shares in issue.

The Grantee is not a director, chief executive or substantial shareholder of the Company, nor an associate (as defined under the Listing Rules) of any of them.

## **LISTING RULES IMPLICATIONS**

Pursuant to Rule 17.03(4) of the Listing Rules and the Share Option Scheme, where any further grant of the options to any participant would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including options exercised, cancelled and outstanding) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of shares of the Company in issue, such further grant must be separately approved by the Shareholders in general meeting with such participant and his close associates abstaining from voting at the general meeting.

As the total number of Shares issued and to be issued upon exercise of the Share Options granted to the Grantee would in a 12-month period exceed 1% of the Shares in issue, the grant of Share Options to the Grantee shall be subject to the approval by Shareholders at the special general meeting (“SGM”).

### **SPECIAL GENERAL MEETING**

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the grant of the Share Options to the Grantee. A circular containing, among other things, further information in relation to the grant of the Share Options to the Grantee, together with the notice of the SGM, will be despatched to the Shareholders in due course.

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

Hong Kong, 12 April 2019

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

Mr. To Shu Sing, Sidney (*Chairman*); Mr. Chan Kong Keung, Stephen (*Executive Director*); Mr. Cheng Bing Kin, Alain (*Executive Director*); Mr. Chow Yu Chun, Alexander (*Independent Non-executive Director*); Mr. Lee Ching Kwok, Rin (*Independent Non-executive Director*) and Mr. Yang, Victor (*Independent Non-executive Director*)