

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



PLAYMATES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 635)

PROPOSED AMENDMENTS TO EXISTING BYE-LAWS AND ADOPTION OF NEW BYE-LAWS

This announcement is made by Playmates Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

In recent years, the Stock Exchange and The Securities and Futures Commission of Hong Kong have announced the proposed implementation of the Uncertificated Securities Market (“**USM**”), which aims to enable investors to hold and manage their securities in Hong Kong in their own names and electronically (in uncertificated form). To cater for the USM regime, the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) as well as other amendments to various existing legislation (including the Securities and Futures Ordinance (Cap. 571)) (collectively “**USM Legislation**”) were passed by the Legislative Council on 16 April 2025, and were announced to be scheduled to come into operation in phases starting from 2026. In May 2025, the Stock Exchange published an Information Paper proposing consequential amendments to the Listing Rules.

In view of the upcoming implementation of USM, the board of directors (“**Board**”) of the Company proposes to amend the existing bye-laws of the Company (“**Existing Bye-laws**”) and to adopt the second amended and restated bye-laws of the Company (“**New Bye-laws**”) in substitution for, and to the exclusion of the Existing Bye-laws to, among others, (i) bring the Existing Bye-laws in line with the latest legal and regulatory requirements to be introduced under the USM Legislation and the proposed consequential amendments to the Listing Rules, and other applicable laws, rules and regulations related to USM, (ii) align with other relevant requirements of Bermuda law, and (iii) incorporate certain corresponding and housekeeping amendments (“**Proposed Amendments**”).

The Proposed Amendments and the adoption of the New Bye-laws are subject to the approval of the shareholders of the Company (“**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting (“**AGM**”) of the Company to be held on 22 May 2026 and, if

approved, will become effective upon such approval. A circular containing, among other things, details of the Proposed Amendments and the notice of the AGM is expected to be despatched to the Shareholders on 8 April 2026.

By Order of the Board
Ng Ka Yan
Company Secretary

Hong Kong, 8 April 2026

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

Mr. Chan Kwong Fai, Michael (*Chairman*), Ms. Chan, Helen (*Executive Director*), Mr. Chan Kong Keung, Stephen (*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*) and Mr. Tsim Tak Chee (*Independent Non-executive Director*)