



PLAYMATES HOLDINGS LIMITED

彩星集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 635)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting (“SGM”) of Playmates Holdings Limited (“Company”) will be held at 11/F., The Toy House, 100 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 9 September 2008 at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution of the Company as an Ordinary Resolution:–

ORDINARY RESOLUTION

“**THAT** the joint venture agreement dated as of 10 July 2008 entered into between Playmates Toys Inc. and Giochi Preziosi U.S.A., Inc. (“**Joint Venture Agreement**”) relating to the setting up of a limited liability company to be organized in Delaware, United States in accordance with the provisions of the Joint Venture Agreement for the purpose as stated thereunder, which was supplemented on 25 July 2008, details of which are set out in the circular of the Company dated 21 August 2008, and all transactions as contemplated under the Joint Venture Agreement, including but not limited to the provision of the call option exercisable by Giochi Preziosi U.S.A., Inc. and the put option exercisable by Playmates Toys Inc. pursuant to the terms of the Joint Venture Agreement, be and are hereby approved, ratified and confirmed;

AND the directors of the Company be and are hereby authorized to do all such acts and things as they consider necessary or expedient at their absolute discretion to give effect to the transactions contemplated by and implement the Joint Venture Agreement.”

By order of the Board
Ng Ka Yan
Company Secretary

Hong Kong, 21 August 2008

Notes :

- (1) Every member of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be delivered to the Company’s branch share registrars, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM.

As at the date hereof, the board of directors of the Company comprises the following directors:

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

* For identification purpose only