



# PLAYMATES HOLDINGS LIMITED

## 彩星集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 635)

### Form of proxy for use at the Special General Meeting or any adjournment thereof

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being holder(s) of \_\_\_\_\_<sup>2</sup> shares of  
HK\$0.10 each in the capital of PLAYMATES HOLDINGS LIMITED (“the Company”) HEREBY APPOINT the Chairman  
of the meeting<sup>3</sup> or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to act for me/us at the Special General Meeting (or at any adjournment thereof) of the Company,  
to be held at 22/F., The Toy House, 100 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 3 March  
2009 at 9:00 a.m. and in particular (but without limitation) at such meeting (or any adjournment thereof) to vote  
for me/us and in my/our name(s) in respect of the resolution set out in the notice concerning the said meeting  
as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For <sup>4</sup>	Against <sup>4</sup>
<p>“<b>THAT</b> the entering into of the Agreement by the Company, the terms of the Agreement, the transactions contemplated thereunder (including but not limited to the provision of the Charge on Deposit in conformity with the provisions of the Agreement, and the execution of the relevant Charge on Deposit by the relevant subsidiary of the Group) and the Annual Cap be and are hereby approved, confirmed and ratified; AND that the directors of the Company be and are hereby authorised to do for and on behalf of the Company all such further acts and things and execute all such documents (including but not limited to the Charge on Deposit) for and on behalf of the Company by hand or under seal, which, at their absolute discretion, may be necessary, desirable or expedient to give effect to the transactions contemplated in the Agreement and all other matters in relation thereto or in connection therewith.</p> <p>Capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 13 February 2009, unless the context requires otherwise.”</p>		

Signature<sup>6</sup> \_\_\_\_\_

Dated \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting” herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR” THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST” THE RELEVANT RESOLUTION.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
5. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, 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 the holding of the meeting or any adjourned meeting.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorized.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

\* For identification purpose only