



# 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 11/F., The Toy House, 100 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 9 September 2008 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 joint venture agreement dated as of 10 July 2008 entered into between Playmates Toys Inc. and Giochi Preziosi U.S.A., Inc. (“<b>Joint Venture Agreement</b>”) 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;</p> <p><b>AND</b> 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.”</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 INITIALED 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