



PLAYMATES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 635)

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

I/We¹ _____ of _____ being² holder(s) of _____

shares of HK\$0.10 each in the capital of PLAYMATES HOLDINGS LIMITED ("the Company") HEREBY APPOINT the Chairman of the meeting³ or _____ of _____

as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company, to be held at Fandango Spanish Restaurant, 9/F., The Toy House, 100 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 19 May 2014 at 12:15 p.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 resolutions 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.

	For ⁴	Against ⁴
1. To approve the Share Premium Reduction.		
2. To receive and consider the audited accounts and the reports of the directors and auditors for the year ended 31 December 2013.		
3. To declare special dividend.		
4. To re-elect the retiring directors, including: (i) Mr. Chan Chun Hoo, Thomas (ii) Mr. Ip Shu Wing, Charles (iii) Mr. Tsim Tak Lung		
5. To appoint auditors.		
6. A. To grant an unconditional mandate to the directors to repurchase the Company's own shares not exceeding 10% of the issued share capital of the Company.		
B. To grant an unconditional mandate to the directors to issue and allot additional shares not exceeding 20% of the issued share capital of the Company.		
C. To extend the mandate granted under Resolution No. 6B by including the number of shares repurchased by the Company pursuant to Resolution No. 6A.		

Signature⁶ _____

Dated _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" 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.**
- 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 those referred to in the notice convening the meeting.
- 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 Level 22, Hopewell Centre, 183 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.
- This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
- 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.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.