

PLAYMATES HOLDINGS LIMITED
NOMINATION COMMITTEE - TERMS OF REFERENCE

1. Membership

- 1.1 Members of the Committee shall be appointed by the Board which shall comprise a majority of independent non-executive directors (“**INED**”) and shall consist of not less than two members. The Chairman of the Committee shall be the Chairman of the Board or an INED.
- 1.2 The Chairman of the Committee shall be appointed by the Board. In the absence of the Chairman of the Committee, the remaining members present shall elect one among themselves to chair the meeting.

2. Frequency and proceedings of meetings

- 2.1 The quorum for the meeting shall be two.
- 2.2 The Committee may invite any director, executive or other person to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the attainment of its objective.
- 2.3 The Chairman of the Committee shall request any meeting as he considers necessary but the Committee shall meet at least once a year.
- 2.4 The Company Secretary shall be the secretary of the Committee.

3. Authority

- 3.1 The Committee is authorized to seek independent professional advice when it considers necessary, at the Company’s expense, to perform its responsibilities.

4. Duties

- 4.1 The Committee shall perform the following duties:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make

- recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) to assess the independence of independent non-executive directors; and
 - (d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the Chief Executive.

5. Minutes and records

- 5.1 All records (including minutes of the proceedings and resolutions of the Committee) should be prepared and handled by the secretary of the Committee. Draft and final versions of minutes shall be circulated to all members for their comment and records respectively, in both cases within a reasonable period of time after the meeting.

29 February 2012