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**PLAYMATES TOYS LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 869)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Special General Meeting of Playmates Toys Limited (the “Company”) will be held at 11/F., The Toy House, 100 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 24 May 2019 immediately after the conclusion of Annual General Meeting of the Company (which is scheduled to be held at the same place on the same date at 11:30 a.m.) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT** the grant of share options (“**Share Options**”) by the Company to Guru Animation Studio Ltd. under the Share Option Scheme adopted by the Company on 21 May 2018 to subscribe for 20,000,000 ordinary shares of HK\$0.01 each of the Company (“**Share**”) at the exercise price of HK\$0.792 per Share, details of which are set out in the circular of the Company dated 30 April 2019 (“**Circular**”), be and is hereby approved, confirmed and ratified; **AND THAT** the Directors be and are hereby authorised to exercise all rights and powers available to them and do all such acts and things as they may in their sole discretion consider necessary or expedient to give effect to such grant and exercise of the Share Options.”

Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

By Order of the Board  
**Ng Ka Yan**  
Company Secretary

Hong Kong, 30 April 2019

*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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM.
- (3) To be eligible to attend, speak and vote at the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on the record date, i.e. 17 May 2019.
- (4) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect at the time of the Meeting, the SGM will be held as scheduled unless further notice posted on the websites of the Company at <http://www.playmatestoys.com> and the Stock Exchange at <http://www.hkexnews.hk> to notify shareholders of the date, time and place of the rescheduled meeting. Shareholders should make their own decision as to whether they would attend the SGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

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

Mr. To Shu Sing, Sidney (*Chairman*); Mr. Chan Kong Keung, Stephen (*Executive Director*); Mr. Cheng Bing Kin, Alain (*Executive Director*); Mr. Chow Yu Chun, Alexander (*Independent Non-executive Director*); Mr. Lee Ching Kwok, Rin (*Independent Non-executive Director*) and Mr. Yang, Victor (*Independent Non-executive Director*)