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## **PLAYMATES HOLDINGS LIMITED**

**彩星集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock code: 0635)

### **DESPATCH OF CIRCULAR IN RELATION TO THE PROPOSED ISSUE OF BONUS WARRANTS**

Reference is made to the announcement of the annual results of the Company dated 23 February, 2005, in which the Directors announced that they had resolved, inter alia, to recommend the issue of the Bonus Warrants, which will be put forward to the Shareholders for their approval at the forthcoming Annual General Meeting.

The Circular incorporating details relating to, inter alia, the issue of the Bonus Warrants are despatched today to, inter alia, the Shareholders and holders of Warrants 2005.

Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as defined in the announcement of the annual results of the Company dated 23 February, 2005 (“**Results Announcement**”).

#### **Bonus Warrants**

In the Results Announcement, the Directors announced that they had resolved, inter alia, to recommend the issue of the Bonus Warrants on the basis of one Bonus Warrant for every 5 Shares held by the Shareholders (except for the Overseas Shareholders) on the Record Date, and also that the holders of Warrants 2005 will be entitled to the Bonus Warrants if they exercise the subscription rights attaching to their Warrants 2005 in accordance with the terms of the Warrant Instrument 2005 on or before 4:00 p.m. on the Record Date.

The Bonus Warrants will be issued on the basis of one Bonus Warrant for every 5 Shares held by the Shareholders (except for the Overseas Shareholders) on the Record Date and one Bonus Warrant for every 5 Shares to be issued and allotted to those holders of Warrants 2005 who lodge completed subscription forms, together with the relevant certificates, with the office of the branch share registrars not later than 4:00 p.m. on the Record Date and will be issued and allotted with Shares in accordance with the terms of the Warrant Instrument 2005, and the basis of issue of Bonus Warrants as stated in the Results Announcement is modified accordingly.

The Record Date for the issue of Bonus Warrants will be Thursday, 28 April, 2005.

The issue of the Bonus Warrants will be put forward to the Shareholders for their approval at the forthcoming Annual General Meeting to be held at Level 3, The Harbour Room, The Ritz-Carlton Hong Kong, 3 Connaught Road Central, Hong Kong on 28 April, 2005 at 9:00 a.m.

#### **Despatch of the Circular**

The Circular incorporating details relating to, inter alia, the issue of the Bonus Warrants (including the creation and issue of the Bonus Warrants, the exclusion of the Overseas Shareholders, the exclusion of fractional entitlements and the issue and allotment of Shares from the exercise of the subscription rights attaching to the Bonus Warrants), are despatched today to, inter alia, the Shareholders and holders of Warrants 2005.

#### **Timetable for the proposed issue of Bonus Warrants**

Shareholders and investors are referred to the timetables for the proposed issue of the Bonus Warrants set out in the Results Announcement and the Circular respectively.

#### **Latest time for dealings in Shares**

The last day for dealings in Shares cum entitlements to the issue of Bonus Warrants will be Tuesday, 19 April, 2005. In order to qualify for the issue of Bonus Warrants, transferees of Shares are reminded that they must lodge completed transfer forms, together with the relevant share certificates, with the office of the branch share registrars in Hong Kong not later than 4:00 p.m. on Thursday, 21 April, 2005.

**Exercise of Warrants 2005 (Stock Code: 1084) to qualify for the Bonus Warrants**

Holders of Warrants 2005 are reminded that if they wish to be entitled to the Bonus Warrants, they should exercise the subscription rights attaching to their Warrants 2005 by lodging the completed subscription forms, together with the relevant certificates with the office of Abacus Share Registrars Limited, the branch share registrars of the Company at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong (“**Registrars**”) on or before 4:00 p.m. on the Record Date.

Transferees of Warrants 2005 are also reminded that, in order to qualify for the entitlement of the Bonus Warrants, they should lodge completed subscription forms, together with the relevant certificates and transfer forms, with the Registrars, not later than 4:00 p.m. on the Record Date.

Pursuant to the terms of the Warrant Instrument 2005, Warrantheolders 2005 are entitled to participate in all dividends or other distributions declared, paid or made on or after the date of lodging completed subscription forms for Warrants 2005 together with the relevant certificates.

By order of the board  
**Playmates Holdings Limited**  
**Tracy Fong Yuk Yu**  
*Company Secretary*

Hong Kong, 16 March, 2005

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

*Executive Directors:* Mr. Thomas Chan Chun Hoo (Chairman), Mr. Sidney To Shu Sing

*Independent Non-executive Directors:* Mr. Allen Lee Peng Fei, Mr. Anthony Lo Kai Yiu, Mr. David Yu Hon To

*Non-executive Directors:* Mr. Tsim Tak Lung (Deputy Chairman), Mr. Charles Ip Shu Wing

\* *For identification purpose only.*

*Please also refer to the published version of this announcement in South China Morning Post and Hong Kong Economic Journal.*