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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your 2002 Warrants in Playmates Holdings Limited, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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**PLAYMATES HOLDINGS LIMITED**

**彩星集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

*Executive Directors:*

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

*Non-executive Directors:*

Mr. Ip Shu Wing, Charles  
Mr. Lee Peng Fei, Allen #  
Mr. Lo Kai Yiu, Anthony #  
Mr. Tsim Tak Lung (*Deputy Chairman*)  
Mr. Yu Hon To, David #

*Registered Office:*

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2 Church Street  
Hamilton HM11  
Bermuda

*Principal Office:*

21/F., The Toy House  
100 Canton Road  
Tsimshatsui  
Kowloon  
Hong Kong

# *Independent Non-executive Directors*

14 April, 2004

*To the Warrantheolders and, for information only,  
shareholders and option holders of the Company*

Dear Sir or Madam,

**NOTICE OF EXPIRY OF SUBSCRIPTION RIGHTS  
ATTACHED TO THE 2002 WARRANTS**

The board of directors ("Board") of Playmates Holdings Limited (the "Company") wishes to remind holders ("Warrantheolders") of the existing 2002 warrants (the "2002 Warrants") carrying rights to subscribe for new shares of HK\$0.10 each in the capital of the Company (the "Share(s)") at the subscription price of HK\$0.30 per Share (subject to adjustments) on or before Wednesday, 12 May, 2004 **THAT after 4:00 p.m. on Wednesday, 12 May, 2004, the subscription rights attached to the 2002 Warrants (the "Subscription Rights") which have not been exercised will lapse and the 2002 Warrant certificates will cease to be valid for any purpose.**

\* *for identification purpose only*

In respect of the expiry of the Subscription Rights, the Company has made the following arrangements regarding dealings, transfers and exercise of the 2002 Warrants:-

- (1) **Trading in the 2002 Warrants on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) will cease after the close of business on Friday, 7 May, 2004** and the listing of the 2002 Warrants will be withdrawn from the Stock Exchange **after the close of business on Wednesday, 12 May, 2004**. Application has been made to the Stock Exchange for the withdrawal of the listing of the 2002 Warrants on the Stock Exchange with effect from the close of business on Wednesday, 12 May, 2004.

- (2) Exercise of the Subscription Rights by registered holders of the 2002 Warrants

The registered holders of the 2002 Warrants who wish to exercise, in whole or in part, the Subscription Rights are requested to lodge with the Company’s branch warrant registrars in Hong Kong, Abacus Share Registrars Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong (the “Warrant Registrars”) by **no later than 4:00 p.m. on Wednesday, 12 May, 2004:-**

- (i) the relevant duly completed and signed subscription forms prescribed for the 2002 Warrants (the “Subscription Forms”);
- (ii) remittances for the requisite subscription moneys; and
- (iii) the relevant 2002 Warrant certificates.

- (3) Exercise of the Subscription Rights by non-registered holders of the 2002 Warrants

Person(s) who purchased and have not yet been registered as holders of the 2002 Warrants and who wish to exercise in whole or in part of the Subscription Rights must lodge with the Warrant Registrars by **no later than 4:00 p.m. on Wednesday, 12 May, 2004:-**

- (i) the relevant 2002 Warrant certificates;
- (ii) the relevant duly executed and stamped forms of transfer and/or other documents of title;
- (iii) the relevant duly completed and signed Subscription Forms; and
- (iv) remittances for the requisite subscription moneys.

- (4) Subscription Forms and other relevant accompanying documentation lodged with the Warrant Registrars after 4:00 p.m. on Wednesday, 12 May, 2004 will not be accepted.

- (5) Shares arising as a result of the exercise of any Subscription Rights will be allotted and issued not later than 21 business days after the date of a due exercise of the Subscription Rights and will rank pari passu in all respects with the then existing Shares in issue on the relevant date of exercise of the Subscription Rights.

The closing prices of the Shares and the 2002 Warrants as quoted on the Stock Exchange on 8 April, 2004 are HK\$1.31 and HK\$1.00 respectively.

Holders of the 2002 Warrants who are in any doubt as to any action to be taken should consult their stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

By Order of the Board  
**Playmates Holdings Limited**  
**Chan Chun Hoo, Thomas**  
*Chairman*