

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

**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 Warrants 2005 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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



### PLAYMATES HOLDINGS LIMITED

彩星集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 0635)

*Executive Directors:*

Mr. Chan Chun Hoo, Thomas (*Chairman*)

Mr. To Shu Sing, Sidney

*Independent Non-executive Directors:*

Mr. Lee Peng Fei, Allen

Mr. Lo Kai Yiu, Anthony

Mr. Yu Hon To, David

*Non-executive Directors:*

Mr. Tsim Tak Lung (*Deputy Chairman*)

Mr. Ip Shu Wing, Charles

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Principal Office:*

21/F., The Toy House

100 Canton Road

Tsimshatsui

Kowloon

Hong Kong

22 April, 2005

*To the Warrantheolders 2005 and, for information only,  
shareholders and option holders of the Company*

Dear Sir or Madam,

### NOTICE OF EXPIRY OF SUBSCRIPTION RIGHTS

### ATTACHED TO THE WARRANTS 2005

(Stock Code: 1084)

#### EXPIRY OF WARRANTS 2005

The board of directors of Playmates Holdings Limited (the "Company") wishes to remind holders ("Warrantheolders 2005") of the existing warrants 2005 (stock code: 1084) (the "Warrant(s) 2005") 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\$1.42 per Share (subject to adjustments) **THAT after 4:00 p.m. on Monday, 23 May, 2005, the subscription rights attached to the Warrants 2005 (the "Subscription Rights") which have not been exercised will lapse and the Warrant 2005 certificates will cease to be valid for any purpose.**

In respect of the expiry of the Subscription Rights, the Company has made the following arrangements regarding dealings, transfers and exercise of the Warrants 2005:–

(1) **Trading in the Warrants 2005 on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)** will cease after the close of business on **Wednesday, 18 May, 2005** and the listing of the Warrants 2005 will be withdrawn from the Stock Exchange **after the close of business on Monday, 23 May, 2005**. Application has been made to the Stock Exchange for the withdrawal of the listing of the Warrants 2005 on the Stock Exchange with effect from the close of business on Monday, 23 May, 2005.

(2) Exercise of the Subscription Rights by registered holders of the Warrants 2005

The registered holders of the Warrants 2005 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 Monday, 23 May, 2005:–**

(i) the relevant duly completed and signed subscription forms prescribed for the Warrants 2005 (the “Subscription Forms”);

(ii) remittances for the requisite subscription moneys; and

(iii) the relevant Warrant 2005 certificates.

(3) Exercise of the Subscription Rights by non-registered holders of the Warrants 2005

Person(s) who purchased and have not yet been registered as holders of the Warrants 2005 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 Monday, 23 May, 2005:–**

(i) the relevant Warrant 2005 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 Monday, 23 May, 2005 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.

## **BONUS WARRANTS**

Holders of Warrants 2005 are reminded that if they wish to be entitled to the bonus issue of warrants (“Bonus Warrants”) referred to in the announcement of 23 February 2005 and 16 March 2005, as well as the circular dated 16 March 2005 relating to, among others, the proposed issue of Bonus Warrants and the notice for annual general meeting, they should exercise the Subscription Rights attaching to their Warrants 2005 by lodging the completed Subscription Forms, together with the relevant certificates and subscription moneys with the Warrant Registrars on or before 4:00 p.m. on Thursday, 28 April 2005.

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, transfer forms and subscription moneys with the Warrant Registrars not later than 4:00 p.m. on Thursday, 28 April 2005.

Holders of Warrants 2005 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**  
**Tracy Fong Yuk Yu**  
*Company Secretary*