

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 2006 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)

(Stock Code: 0635)

Executive Directors:

Mr. Thomas CHAN Chun Hoo (*Chairman*)

Mr. Sidney TO Shu Sing

Mr. Alain CHENG Bing Kin

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent Non-executive Directors:

Mr. Allen LEE Peng Fei

Mr. Anthony LO Kai Yiu

Mr. David YU Hon To

Mr. Alexander CHOW Yu Chun

Principal office:

21/F., The Toy House

100 Canton Road

Tsimshatsui

Kowloon

Hong Kong

Non-executive Directors:

Mr. TSIM Tak Lung (*Deputy Chairman*)

Mr. Charles IP Shu Wing

19 April, 2006

*To the Warrantheolders 2006 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 2006

(Stock Code: 0407)

EXPIRY OF WARRANTS 2006

The board of directors of Playmates Holdings Limited (the "Company") wishes to remind holders ("Warrantheolders 2006") of the existing warrants 2006 (stock code: 0407) (the "Warrant(s) 2006") 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\$2.03 per Share (subject to adjustments) **THAT after 4:00 p.m. on Tuesday, 23 May, 2006, the subscription rights attached to the Warrants 2006 (the "Subscription Rights") which have not been exercised will lapse and the Warrant 2006 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 the dealings, transfers and exercise of the Warrants 2006:–

- (1) **Dealings of the Warrants 2006 on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) will cease after the close of business on Thursday, 18 May, 2006** and the listing of the Warrants 2006 will be withdrawn from the Stock Exchange **after the close of business on Tuesday, 23 May, 2006**. Application will be made to the Stock Exchange for the withdrawal of the listing of the Warrants 2006 on the Stock Exchange with effect from the close of business on Tuesday, 23 May, 2006.

- (2) Exercise of the Subscription Rights by registered holders of the Warrants 2006

The registered holders of the Warrants 2006 who wish to exercise, in whole or in part, the Subscription Rights are requested to lodge the following documents with the Company’s branch warrant registrars in Hong Kong, Abacus Share Registrars Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong (the “Warrant Registrars”) by **no later than 4:00 p.m. on Tuesday, 23 May, 2006:–**

- (i) relevant duly completed and signed subscription forms prescribed for the Warrants 2006 (the “Subscription Forms”);
- (ii) remittances for the requisite subscription moneys; and
- (iii) relevant Warrant 2006 certificates.

- (3) Exercise of the Subscription Rights by non-registered holders of the Warrants 2006

Person(s) who purchased and have not yet been registered as holders of the Warrants 2006 and who wish(es) to exercise in whole or in part of the Subscription Rights are required to lodge the following documents with the Warrant Registrars by **no later than 4:00 p.m. on Tuesday, 23 May, 2006:–**

- (i) relevant duly completed and signed Subscription Forms;
- (ii) remittances for the requisite subscription moneys;
- (iii) relevant Warrant 2006 certificates; and
- (iv) relevant duly executed and stamped forms of transfer and/or other documents of title.

- (4) Subscription Forms and other relevant accompanying documentation lodged with the Warrant Registrars after 4:00 p.m. on Tuesday, 23 May, 2006 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 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 2006 are reminded that if they wish to be entitled to the bonus issue of warrants (“Bonus Warrants”) referred to in the announcement of 2 March, 2006 and the circular dated 24 March, 2006, they should exercise the Subscription Rights attaching to their Warrants 2006 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 4 May, 2006.

Transferees of Warrants 2006 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 4 May, 2006.

Holders of Warrants 2006 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