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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 Warrants in Playmates Toys 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 TOYS LIMITED

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

*Directors:*

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

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)*

Mr. To Shu Sing, Sidney  
*(Executive Director)*

Mr. Yang, Victor  
*(Independent Non-executive Director)*

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Office:*

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

29 June 2012

*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 WARRANTS 2012 (Warrant Code: 965)

#### EXPIRY OF WARRANTS 2012

The board of directors of Playmates Toys Limited (the “**Company**”) wishes to remind holders (the “**Warrantheolders**”) of the existing warrants 2012 (warrant code: 965) (the “**Warrant(s)**”) carrying rights to subscribe for new shares of HK\$0.01 each in the capital of the Company (the “**Share(s)**”) at the subscription price of HK\$0.45 per Share (subject to adjustments) that in accordance with the terms and conditions of the instrument constituting the Warrants dated 27 July 2010 (the “**Instrument**”), the subscription rights attaching to the Warrants (the “**Subscription Rights**”) which have not been exercised will expire at 4:30 p.m. on Friday, 3 August 2012 and thereafter any Subscription Rights which have not been exercised will lapse and the Warrants 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 the dealings, transfers and exercise of the Warrants:–

#### **LAST DAY FOR EXERCISE OF THE SUBSCRIPTION RIGHTS**

(1) Exercise of the Subscription Rights by registered holders of the Warrants

The registered holders of the Warrants who wish to exercise in whole or in part the Subscription Rights must lodge the following documents with the Company's branch warrant registrars in Hong Kong, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong (the "Registrars") by **no later than 4:30 p.m. on Friday, 3 August 2012:–**

- (i) relevant duly completed and signed subscription form(s) prescribed for the Warrants (the "Subscription Form(s)");
- (ii) remittances for the requisite subscription moneys; and
- (iii) relevant certificate(s) of the Warrants.

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

Persons who purchased and have not yet been registered as holders of the Warrants and who wish to exercise in whole or in part the Subscription Rights must lodge the following documents with the Registrars by **no later than 4:30 p.m. on Friday, 3 August 2012:–**

- (i) relevant duly completed and signed Subscription Form(s);
- (ii) remittances for the requisite subscription moneys;
- (iii) relevant certificate(s) of the Warrants; and
- (iv) relevant duly executed and stamped form(s) of transfer and/or other document(s) of title.

(3) Subscription Forms and other relevant accompanying documentation lodged with the Registrars after 4:30 p.m. on Friday, 3 August 2012 will not be accepted.

(4) Pursuant to the terms of the Instrument, 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.

#### **LAST DAY FOR TRADING AND LISTING OF THE WARRANTS**

**The last trading day of the Warrants on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") will be on Tuesday, 31 July 2012 and trading of the Warrants on the Stock Exchange will cease after 4:00 p.m. on Tuesday, 31 July 2012. The listing of the Warrants will be withdrawn from the Stock Exchange by the close of business on Friday, 3 August 2012, and an application has been made to the Stock Exchange for the withdrawal of listing of the Warrants with effect from the close of business on Friday, 3 August 2012.**

The closing prices of the Shares and the Warrants as quoted on the Stock Exchange on 25 June 2012 (being the latest practicable date prior to the printing of this circular) were HK\$0.455 per Share and HK\$0.041 per unit of Warrant respectively.

**Holders of the 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 Toys Limited**  
**NG Ka Yan**  
*Company Secretary*