## To be valid, the whole of this document must be returned. , 本 文 件 必 須 整 份 交 還 , 方 為 有 效 。

## **Provisional Allotment Letter No.** 暫定配額涌知書編號

## IMPORTANT 重要提示

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS FORM, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES OF PLAYMATES TOYS LIMITED (THE "COMPANY") YOU SHOULD CONSULT YOUR STOCK BROKER OR OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER. 阁下如對本表格任何方面或將採取之行動者任何疑問或、阁下如己出售、阁下所有或部份彩星玩具有限公司[[本公司]]股份, 應該詞 阁下的股票是犯成其他註冊證券父易商、報行理導、律師、專業會計師或其他專業顧問。

Reference is made to the prospectus issued by Playmates Toys Limited dated 6 July 2010 in relation to the Rights Issue (the "Prospectus"). Terms defined in the Prospectus shall have the same meanings when used herein

nders the context otherwise requires. 蓝提誠彩星玩具有限公司於二零一零年七月六日就供股刊發之供股章程(](供股章程(])。除文養另有所指外,供股章程所界定之詞彙與本文件所採用者具有相同涵義。

A Section Section Section Addression Section Addression Addressi

任備。含泡公口社面處最大。含泡遊水及期貨券幣監察会員暫反目為建公可社面處處長對上地住时以升仁以內容做个員。 Each of the Securities and Futures Commission, Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") takes no responsibility for the contents of the Prospectus Documents, makes no representation as to their 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 the Prospectus Documents. 證券及期貨事務監察長員會、著法交易及結算所有限及司,書港融合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)各自對韋程文件之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示概不就因韋程文件全部或 任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

は印節が内容制産主処凶障難感寺内容削切えた田側状矛構正向具正。 Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings on the Stock Exchange on such other date as may be determined by HKSCC. Stares participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. 例本律敬取及必要定数件规模的推荐上的支援了这些分子的情况上的支援了。这个会有法规算了这条处规模的保護者选择更加全接储器券,自其各自珍w要次所预始重要用政政者考虑其重定之任何其他目期起,可於中央結算系統文 你会不能算及交收。willockTeq交易日之交易必须於其後第二個交易日於中央結算系統交收。於中央結算系統進行之所有活動均須依據不時有效之中央結算系統一般规则及中央結算系統運作程序规则進行。



# PLAYMATES TOYS LIMITED

彩星玩具有限公司\*

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立的有限公司)

(Stock Code: 869)

(股份代號:869)

Registrar: Tricor Abacus Limited 26th Floor Tesbury Centre 28 Queen's Road East Hong Kong

股份登記處 收仍豆配题: 卓佳雅柏勤有限公司 香港 皇后大道東28號 金鐘匯中心26樓

**RIGHTS ISSUE OF 347,750,000 RIGHTS SHARES** AT HK\$0.30 EACH ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO EXISTING SHARES HELD ON THE RIGHTS ISSUE RECORD DATE PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN 4:00 P.M. ON TUESDAY, 20 JULY 2010 供股按每股港幣0.30元發行347,750,000股供股股份 基準為於供股記錄日期每持有兩股現有股份可獲配發一股供股股份 股款須於二零一零年七月二十日(星期二)下午四時正前接納時全數繳足

Principal place of business in Hong Kong: 21/F., The Toy House 100 Canton Road Tsimshatsui, Kowloon Hong Kong

香港主要營業地點: 香港 九龍尖沙咀

廣東道100號 彩星集團大廈21樓

## **PROVISIONAL ALLOTMENT LETTER** 暫定配額通知書

Name(s) and address of the Rights Issue Qualifying Shareholder(s) 供股合資格股東的姓名及地址			Number of Shares registered in your name(s) on Tuesday, 6 July 2010 於二零一零年七月六日(星期二)登記於 開下名下的股份數目
		Box A 甲欄	
			Number of Rights Shares allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Tuesday, 20 July 2010 配登予 閣下的代股股份数目・股款須於二零一零年七月二十日(星期二)下 午四時正前接納時全數繳足
		Box B 乙欄	
			Total subscription monies payable 應繳認購股款總額
		Box C 丙欄 HK\$ 港幣	
TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS FORM INTACT WITH THE REGISTRAR, TRICOR AL	BACUS LIMI	TED, AT 26TH	FLOOR, TESBURY CENTRE, 28 QUEEN'S ROAD EAST, HONG KONG, TOGETHER WITH A REMITTANCE IN HONG

KONG DOLLARS FOR THE FULL AND UNT SHOWN IN BOX CABOVE SO AS TO BE RECEIVED BY THE REGISTRAR BY NOT LATER THAN 400 FM, ON TUESDAY, 20 JUY 2010, ALL REMITTANCES MUST BE MADE IN HONG KOND DOLLARS AND CHECUES MUST BE DAWN ON AN ACCOUNT WIT FOR ADDITION OF THE SUBJECT OF THE ADDITION OF THE REGISTRAR BY AND ADDITION OF THE PERISTRAR BY ADDITION OF THE ADDIT ADDITION OF THE ADDITION O

物計 professional advisere. 例如 2019年1月1日 因此,於包括論識成為無條件制實實任何股份,以及由二零一零年七月八日(星期回)至二零一零年七月十五日(星期四)(包括實尾兩天)實責任何來繳股款供股股份,均將未擔供股末必會成為無條件或未必會成為無條件或未必會進行之風險。買責任何現有股份及之或未聽脫款供股股份之氣為能飲大用股份及之或未聽脫款供股股份之何人士如對本身狀況有任何發展。 運動,於包括論識成為無條件制買責任何股份,以及由二零一零年七月八日(星期回)至二零一零年七月十五日(星期四)(包括貫尾兩天)買責任何來聽股款供股股份,均將未擔供股末必會成為無條件或未必會成為無條件或未必會進行之風險。買責任何現有股份及之或未聽脫款供股股份之何人士如對本身狀況有任何發展。應該關股等之事 漢篇詞:



(Incorporated in Bermuda with limited liability)

(Stock Code: 869)

Dear Rights Issue Qualifying Shareholders.

#### 

Reference is made to the prospectus issued by Playmates Toys Limited (the "Company") dated 6 July 2010 in relation to the Rights Issue (the "Prospectus"). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with the terms and subject to the conditions as set out in the Prospectus, the Directors have provisionally allotted to you the number of Rights Issue Record Date (that is, Tuesday, 6 July 2010). Your holding of the Shares as at the Record Date is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B.

you is set out in Box B. The Prospectus Documents have not been and will not be registered and/or filed under any securities or equivalent legislation of any jurisdictions other than the applicable laws in Hong Kong and Bermuda. The Prospectus (without this PAL and the EAF) is being sent to the Excluded Shareholders for their information only. Save as described under the paragraph headed "Excluded Shareholders" in the section headed "Letter from the Board" in the Prospectus, no action has been taken by the Company to permit the offering of the Rights Issue in any territory outside Hong Kong. No person receiving a copy of the Prospectus or a PAL or an EAF and having a registered address in the register of members of the Company in any jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. It is the responsibility of any person (including, but without limitation, a nominee, agent and trustee) receiving the Prospectus Documents outside Hong Kong and wishing to make an application for the Rights Shares under the Rights Issue to satisfy himself/herself/listelf as to the full observance of the laws of the relevant territory or jurisdiction including the obtaining of any governmental or other connection therewith. No application for Rights Shares will be accepted from any Excluded Shareholders. The Company terse, duties and other amounts required to be paid in such territory or jurisdiction outside Hong Kong. Completion and return of a PAL by any person will be deemed to constitute a representation and warranty from such person to the Company that hose local laws and requirements of the relevant territory or jurisdiction have been fully complete with If you are in doubt as to your position, you should consult your stock broker or other registered dealer in securities, bank manager, soli

#### RIGHTS SHARES

The Rights Shares (when fully paid, allotted and issued) will rank part passu with the then existing Shares in issue in all respects.

Subject to the granting of the listing of, and permission to deal in, the Righsts Mares in both mini-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings on the Stock Exchange on such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

## PROCEDURES FOR ACCEPTANCE

To make an application for your provisional allotment of Rights Shares in full, you must lodge the whole of this PAL intact with the Registrar, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, together with a remittance for the full amount payable on acceptance, as shown in Box C, so as to be received by not later than 4:00 p.m. on Tuesday, 20 July 2010, or such later date as may be agreed between the Company and the Underwriters. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**PLAYMATES TOYS LIMITED — Rights Issue Account**" and crossed "**Account Payee Only**". Such payment will constitute acceptance of the provisional allotment on the ferms of this PAL and the Prospectus and subject to the memorandum of association and the by-laws of the Company. No receipt will be given for such remittances. All enquiries in connection with this PAL should be addressed to the Registrar at the above address.

It should be noted that unless the PAL, together with the appropriate remittance shown in Box C, has been lodged with the Registrar, by not later than 4:00 p.m. on Tuesday, 20 July 2010, whether by the original allottee or any person to whom the rights have been validly transferred, the relevant provisional allottment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

#### TRANSFER AND SPLITTING

TRANSFER AND SPLITTING
If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the "Form of transfer and nomination" (Form B) and hand this PAL to the transferee(s) or through whom you are transferring your rights. The transferee(s) must then complete and sign the "Registration application form" (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C with the Registrat. Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, so as to be received by not later than 4:00 p.m. on Tuesday, 20 July 2010. All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to 'PLAYMATES TOYS LIMITED — Rights Issue Account' and crossed 'Account Payee Only'. It should be noted that stamp duty is payable in connection with the transfere of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Mares to the surrender and lodged for cancellation by not later than 4:30 p.m. on Monday, 12 July 2010 with the Registrar. Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, who will cancel this original PAL and issue new PALs in the denominations required which will be available for collection at the Registrar. Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of this original PAL. It should be noted that stamp duty is payable in connection with the transferee(s) and the acceptance by the

#### TERMINATION OF THE UNDERWRITING AGREEMENT

It should be noted that the Underwriting Agreement contains provisions entitling the Underwriters, by notice in writing, to terminate its obligations thereunder on the occurrence of certain events. If at any time on or before 5:00 p.m. on the third Business Day after the Acceptance Date for the provisional allotments:-

- the Underwriters shall become aware of the fact that, or shall have reasonable cause to believe that, any of the warranties under the Underwriting Agreement is untrue, inaccurate, misleading or breached, and in each case the same is (in the reasonable opinion of the Underwriters) material in the context of the Rights Issue; or (a)
- any new law or regulation is enacted, or there is any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority, whether in Hong Kong or elsewhere; there is any change in local, national or international financial, political, industrial or economic conditions; (b) (i)
  - (ii)
  - there is any change of an exceptional nature in local, national or international equity securities or currency markets; there is any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict; (iii)
  - (iv)
  - there is any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange (v)

  - (v) indice is any suspension in the trading of the Shares on the Stock Exchange for a continuous period of ten (10) Business Days;
     (vii) there is any suspension in the trading of the Shares on the Stock Exchange for a continuous period of ten (10) Business Days;
     (vii) there is any change or development involving a prospective change in taxation or exchange controls in Hong Kong or elsewhere which will or may materially and adversely affect the Group or a material proportion of the Shareholders in their capacity as such,
     which event or events is or are in the reasonable opinion of the Underwriters:-
  - likely to have a material adverse effect on the business or financial or trading position or prospects of the Group taken as a whole; or likely to have a material adverse effect on the success of the Rights Issue or the level of Rights Shares to be Taken Up; or (a)
  - (b)

(c) is material adverse election in adverse election electi

#### CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of a PAL together with a cheque or a cashier's order in payment for the Rights Shares accepted will constitute a warranty by the subscriber that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any PAL in respect the accompanying cheque or cashier's order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights thereunder will be deemed to have been declined and will be cancelled.

#### SHARE CERTIFICATES

Subject to the fulfilment or waiver of the conditions of the Rights Issue, certificates for fully-paid Rights Shares are expected to be despatched on or before Monday, 26 July 2010 to successful applicants at their own risk. You will receive one share certificate for all the Rights Shares and/or excess Rights Shares (if any), both in fully-paid form, issued and allotted to you.

#### EXCESS RIGHTS SHARES

EXCESS RIGHTS SHARES
If you wish to apply for any Rights Shares in addition to your provisional allotment under the Rights Issue, you must complete and sign the accompanying EAF and lodge it, together with a separate remittance
for the amount payable on application in respect of the excess Rights Shares applied for, in accordance with the instructions set out therein with the Registrar, Tricor Abacus Limited, at 26th Floor, Tesbury
Centre, 28 Queen's Road East, Hong Kong so as to be received by not later than 4:00 p.m. on Tuesday, 20 July 2010. All remittances must be drawn on an account with, or cashier's order in thong Kong dollars.
Cheques must be drawn on an account with or cashier's order must be issued by, a licensed bank in Hong Kong and made payable to "PLAYMATES TOYS LIMITED — Excess Application Account"
and crossed 'Account Payee Only'. No receipt will be given for such remittances.
The Directors will allocate the excess Rights Shares at their discretion and on a fair and reasonable basis and may give preference to topping up odd lots to whole board lots. Any further remaining excess
Rights Shares (if any) will be allocated to all applicants based on a sliding scale with reference to the excess Rights Shares applied for ; whereas Rights Issue Qualifying Shareholders applying for a
smaller number of excess Rights Shares will be allocated with a higher percentage of excess Rights Shares they have applied for ; whereas Rights Issue Qualifying Shareholders applying for a larger number
of excess Rights Shares will be allocated with a bilter excess Rights Shares they have applied for ; whereas Rights Issue Qualifying Shareholders applying for a larger number
of excess Rights Shares will be allocated with a bilter excess Rights Shares they have applied for ; whereas Rights Issue Qualifying Shareholders applying for a larger number
of excess Rights Shares will be allocated with a higher percentage of excess Rights Shares they have applied for ; whereas Rights Issue Qualifying Shareholders applying for a large

#### GENERAL

Lodgment of the PAL with, where relevant, the "Form of transfer and nomination" (Form B) purporting to have been signed by the person(s) in whose favour the PAL has been issued, shall be conclusive evidence of the party or parties lodging it to deal with the same and to receive a split letter of allotment and/or the certificates for Rights Shares.

Further copies of the Prospectus are available at the Registrar, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong All documents, including cheques for refund, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto.

This PAL and all acceptances of the offer contained herein shall be governed by and construed in accordance with the laws of Hong Kong.

By order of the Board Playmates Toys Limited Chan Chun Hoo, Thomas Chairman

6 July 2010

IN 1	ГНЕ	EVEN	ит он	F TRA	NSFE	R OF	RIGH	IT(S)	то	SUB	SCRI	BE F	FOR	RIGH	rs s	HARE	(S), A	AD V	ALOF	REM	STAN	IP DI	UTY	IS F	ΡΑΥΑ	BLE	ON	EACH	SALE
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如轉	讓供	股股份	的認知	購權,	每項買	賣均須	繳付從	e價印:	花税	。除り	1出售	形式夕	卜,餌	鬼贈或轉	譲實:	益擁有	的權益	亦須	繳付從	價印	花税。	在登	記任何	可轉調	展本文	件所住	も表之	供股股	设份配額
之前	,須	出示已	繳付	從價印	花税的詞	登明。																							

Form B 表格乙 (To be completed and signed only by	Rights Issue Qualifying Sf (僅供擬轉詞	轉調	ISFER AND NON 夏及提名表格 ) to transfer all of his/her/f 認購權的供股合資格股別	their right(s) to subscribe for the l	Rights Share(s) comprised herein)
To: The Directors, Playmates Toys Limited 致:彩星玩具有限公司* 列位董事台照 Dear Sir/Madam, I/We hereby transfer all of my/ou registration application form (Form		for the Rights Shares	comprised in this P/	AL to the person(s) accepti	ng the same and signing the
敬啟者: 本人/吾等謹將本暫定配額通知書所?	列本人/吾等的供股股份	的認購權全數轉讓予接受	此權利並簽署下列登記	申請表格(表格丙)的人士。	
1					
Sig	gnature(s) of Sharehold	der(s) (all joint Shareho	olders must sign) 股東	簽署(所有聯名股東均須簽署)	
				Date: 日期:二零一零年	,2010 月日
Ad valorem stamp duty is payable	by the transferor(s) if	this form is completed	1.	_	
填妥此表格後,轉讓人須繳付從價印; 	花税。				
Form C 表格丙			<mark>N APPLICATIO</mark> Ⅰ 登記申請表格	N FORM	
(To be completed an	d signed only by the p		right(s) to subscribe f 購權的人士填寫及簽署)	or the Rights Share(s) have I	peen transferred)
To: The Directors, Playmates Toys Limited 致: 彩星玩具有限公司* 列位董事台照 Dear Sir/Madam, I/We request you to register the embodied in this PAL and the Pro 敬啟者:	spectus and subject to	res mentioned in Box o the memorandum of a	B of Form A in my/o association and the by	ur name(s). I/We agree to a /e-laws of the Company.	
本人/吾等謹請 貴董事會將表格甲 織章程及公司細則規限下,接納此等		目・登記於本人/吾等名	4卜。本人/吾等同意按	照本暫定配額通知書及供股草相	E所載條款,以及在 貢公司的組
			Existing Shareholde Please mark "X" in 現有股東請在本欄內均	this box	
T		清用 <b>英文</b> 正楷填寫。聯名 icant(s), please provide	申請人只須填報一個地址		
Name in English 英文姓名	Family name(姓氏)	Other name(名字)		Name in Chinese 中文姓名	
Full name(s) of applicant or joint applicant(s) (if any) 申請人或聯名申請人(如有)全名					
Address in English 英文地址				·	
Occupation 職業			Tel. no. 電話號碼		
7%.//		Dividend Instr	uctions 派息指示		
				Bank Accoun	t no. 銀行賬戶號
Name and address				BANK BRANCH	ACCOUNT
of Bank 銀行名稱及地址				銀行 分行	服戶

Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署(所有聯名申請人均須簽署)

Date:\_\_\_\_\_\_, 2010 日期:二零一零年\_\_\_\_\_月\_\_\_\_日

\_\_\_\_\_ 4. \_\_\_

Ad valorem stamp duty is payable by the transferee(s) if this form is completed. 填妥此表格後,承讓人須繳付從價印花税。

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1.