

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-03-31**
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([HTML Version](#) on [secdatabase.com](#))

ISSUER

ZINDART LTD

CIK: **1028637** | IRS No.: **000000000** | Fiscal Year End: **0331**
SIC: **3944** Games, toys & children's vehicles (no dolls & bicycles)

Mailing Address	Business Address
1203 EAST WING NEW WORLD OFFICE BLDG 24 SALISBURY RD TSIMSHATSUI KOWLOON K3 00000	1203 EAST WING NEW WORLD OFFICE BLDG 24 SALISBURY RD TSIMSHATSUI KOWLOON K3 00000 01185222566000

REPORTING OWNER

CHINAVEST PARTNERS IV

CIK: **1071431** | State of Incorp.: **DE** | Fiscal Year End: **1231**
Type: **5** | Act: **34** | File No.: **000-22161** | Film No.: **05789338**

Mailing Address	Business Address
C/O GREENSPAN PO BOX 1807 MILL VALLEY CA 94942	LAW OFFICES OF BEN GREENSPAN 160 SANSOME ST 18TH FL SAN FRANCISCO CA 94014 4152768888

CHINAVEST IV L P

CIK: **903644**
Type: **5** | Act: **34** | File No.: **000-22161** | Film No.: **05789339**

Business Address
11 DUDELL ST 19TH FL
DINA HOUSE
HONG KONG 1HK 070 K3
00000
85225141670

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person CHINAVEST IV L P			2. Issuer Name and Ticker or Trading Symbol ZINDART LTD [ZNDT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 03/31/2005					
32 LOOKERMAN SQUARE, SUITE L-100			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
DOVER, DE 19901								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
American Depositary Shares	12/17/2004		J	247,868	D	\$ 0	1,839,384	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHINAVEST IV L P 32 LOOKERMAN SQUARE		X		

SUITE L-100 DOVER, DE 19901				
CHINAVEST PARTNERS IV 19/F DINA HOUSE 11 DUDELL STREET, CENTRAL HONG KONG, K3		X		

Remarks:

This Form 5 is being filed by ChinaVest Partners IV, a Delaware general partnership and ChinaVest IV, L.P., a Delaware limited partnership. ChinaVest Partners IV is the general partner of ChinaVest IV, L.P., the beneficial owner of 1,839,384 American Depositary Shares of the Issuer ("Shares") covered by this statement. ChinaVest IV, L.P. is one of three affiliated venture capital Funds. ChinaVest Partners IV is also the general partner of one such other Fund, ChinaVest IV-A, L.P., a Delaware limited partnership. An affiliate of ChinaVest Partners IV, ChinaVest Management Limited, a Bermuda corporation, is the general partner of the third venture Fund, ChinaVest IV-B, L.P., a Bermuda limited partnership. ChinaVest IV-A, L.P. disposed of all of its shares of the Issuer by distribution to its limited partners on December 17, 2004, as timely reported on Form 4. ChinaVest Partners IV is filing this Form by reason of its power to vote and dispose of the shares of the Issuer legally and beneficially owned by ChinaVest IV, L.P. ChinaVest IV, L.P. is filing this Form by reason of its ownership of 1,755,104 Shares, or 19.9% of its outstanding securities. ChinaVest IV-B, L.P. owns 0.95% (84,280 Shares) of the Issuer's outstanding securities. However, because ChinaVest Partners IV is the general partner of each of ChinaVest IV, L.P. and ChinaVest IV-A, L.P., and because an affiliate of ChinaVest Partners IV is the general partner of ChinaVest IV-B, L.P., the shares of the Issuer legally owned by ChinaVest IV-B, L.P. are reported in this Form 5 as being beneficially owned by ChinaVest Partners IV and ChinaVest IV, L.P.

Signatures

[Edward B. Collins](#)

** Signature of Reporting Person

[05/02/2005](#)

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.