



VTech Holdings Limited
(incorporated in Bermuda with limited liability)
(Stock code: 303)

PROXY FORM
FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 13 JULY 2012

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| Number of shares to which this proxy form relates ¹ | |
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I/We,² _____ (name)
of _____ (address)
being the registered holder(s) in the share capital of VTECH HOLDINGS LIMITED (the “Company”) hereby appoint³
_____ (name)
of _____ (address)
or failing him/her, the Chairman of the meeting as my/our proxy to attend, act and vote on my/our behalf at the Annual General Meeting of the Company to be held at Jade Room, 6/F, Marco Polo Hongkong Hotel, Harbour City, 3 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on 13 July 2012 at 3:30 p.m. and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an “✓” in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

| | ORDINARY RESOLUTIONS | FOR ⁴ | AGAINST ⁴ |
|----|--|------------------|----------------------|
| 1. | To receive and consider the audited financial statements and the reports of the directors of the Company (“Directors”) and the auditor of the Company (“Auditor”) for the year ended 31 March 2012. | | |
| 2. | To consider and declare a final dividend in respect of the year ended 31 March 2012. | | |
| 3. | (a) To re-elect Dr. Allan WONG Chi Yun as Director; | | |
| | (b) To re-elect Dr. William FUNG Kwok Lun as Director; | | |
| | (c) To re-elect Mr. Denis Morgie HO Pak Cho as Director; | | |
| | (d) To fix the remuneration of the Directors. | | |
| 4. | To re-appoint KPMG as the Auditor and authorise the board of Directors to fix their remuneration. | | |
| 5. | To grant a general mandate to the Directors to repurchase shares representing up to 10% of the issued share capital of the Company at the date of the Annual General Meeting. | | |
| 6. | To grant a general mandate to the Directors to allot, issue and deal with additional shares representing up to 10% of the issued share capital of the Company at the date of the Annual General Meeting. | | |
| 7. | To extend the general mandate granted to the Directors to allot, issue and deal with additional shares by the addition of such number of shares to be repurchased by the Company. | | |

Dated the _____ day of _____ 2012

Shareholder’s signature⁵: _____

Notes:

1. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
2. Full name(s) and address(es) to be inserted in BLOCK CAPITALS as shown in the register of members of the Company. The names of all joint holders should be stated.
3. Please insert the name and address of the proxy. If no name is inserted, the Chairman of the meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialled by the person who signs it.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A PARTICULAR RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either signed under its common seal or under the hand of its legal representative, director(s) or duly authorized attorney(s) to it.
6. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarized or certified copy thereof must be lodged at the Company’s registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.
7. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
8. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof in person if you so wish.