

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

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE OF AUDIT COMMITTEE MEMBER**

The Board of Directors (the “Board”) of VTech Holdings Limited (the “Company” and, together with its subsidiaries, the “Group”) is pleased to announce that Mr. Denis Morgie HO Pak Cho has been appointed as an Independent Non-executive Director, member of Audit Committee, Remuneration Committee and Nomination Committee of the Company with effect from 3rd November 2008.

Mr. Denis Morgie HO Pak Cho, aged 66, is a retired senior partner of PricewaterhouseCoopers (“PwC”) in Hong Kong. Mr. HO was an independent non-executive director of Shenzhen Expressway Company Limited from 2003 to 2005, an appointed independent non-executive director of Hong Kong Securities Clearing Company Limited and a member of the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Exchange”) from 1995 to 1999. He has over 35 years of professional accounting experience, and during the majority of time of such period he was a partner of PwC in Hong Kong and Melbourne Australia. Mr. HO holds a bachelor’s degree in commerce from the University of Melbourne. He is a Fellow Member of the Institute of Chartered Accountants in Australia and the Hong Kong Institute of Certified Public Accountants. Save as disclosed above, Mr. HO has not held other directorships in the listed companies during the past three years.

Mr. HO does not hold other directorships in the Group. He has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between Mr. HO and the Company. Mr. HO has been appointed for a term of three years and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. HO will be entitled to receive a director’s fee as approved from time to time by the shareholders of the Company at the annual general meeting of the Company, currently being the sum of US\$20,000 per annum, pro rata to his length of service during the year. The amount of his director’s fee has been determined by the Board with reference to his scope of responsibilities.

Save as disclosed above, there is no matter relating to his appointment that will need to be brought to the attention of the shareholders of the Company and there is no information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules of the Exchange.

By Order of the Board
VTech Holdings Limited
CHANG Yu Wai
Company Secretary

Hong Kong, 31st October 2008

As at the date of this announcement, the Executive Directors of the Company are Dr. Allan WONG Chi Yun (Chairman and Group Chief Executive Officer), Mr. Edwin YING Lin Kwan and Dr. PANG King Fai. The Independent Non-executive Directors are Dr. William FUNG Kwok Lun, Mr. Michael TIEN Puk Sun and Dr. Patrick WANG Shui Chung.

Website: <http://www.vtech.com>
<http://www.irasia.com/listco/hk/vtech>