

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of VTech Holdings Limited (the “Company”) will be held at Elbrus Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday 5th September 2008 at 4:00 p.m. (Hong Kong time, or as soon as the conclusion of AGM) for the following purpose:

SPECIAL RESOLUTION

“THAT:

- (i) the voluntary cancellation of the listing of the ordinary shares of US\$0.05 each in the capital of VTech Holdings Limited (the “Company”) on the list maintained by the Financial Services Authority for the purpose of Part VI of The Financial Services and Markets Act 2000 (the “Official List”) and from trading on the London Stock Exchange plc market for listed securities under Rule 5.2.4 of the rules laid down by the UK Listing Authority relating to admission to the Official List pursuant to section 73A(2) of The Financial Services and Markets Act 2000 be and is hereby approved; and
- (ii) any director or the company secretary of the Company be and is hereby authorised from time to time, as he considers necessary, desirable or expedient to give effect to the above resolution:-
 - (a) to execute for and on behalf of the Company all documents, instruments, certificates, notices or agreements as may be contemplated or required in respect of the matters contemplated by the above resolution; and
 - (b) to do all such other acts, matters or things for and on behalf of the Company, as may seem necessary or desirable to perfect, give effect to or implement any of the said documents or the said matters.”

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. Raymond CH'IEN Kuo Fung, Dr. William FUNG Kwok Lun, Mr. Michael TIEN Puk Sun and Dr. Patrick WANG Shui Chung.

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

Hong Kong, 21st July 2008

Notes:

1. Any member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the Form of Proxy must be deposited with the Company's Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Room 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the SGM or any adjournment thereof.