

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

The following is the text of a notice released to the London Stock Exchange on which  
VTech Holdings Limited is listed

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS / PERSONS DISCHARGING  
MANAGERIAL RESPONSIBILITIES AND CONNECTED PERSONS**

This notification relates to a transaction notified in accordance with *DR 3.1.4R(1)(a)*

1.	Name of issuer  VTech Holdings Limited
2.	Name of person discharging managerial responsibilities/director  Allan WONG Chi Yun
3.	State whether notification relates to a person connected with a person discharging managerial responsibilities / director named in 2 and identify the connected person  N/A
4.	Indicate whether the notification is in respect of a holding of the person referred to in 2 or 3 above or in respect of a non-beneficial interest  The notification is in respect of a holding of the person referred to in 2
5.	Description of <i>shares</i> (including <i>class</i> ), debentures or derivatives or financial instruments relating to <i>shares</i>  Share options under the 2001 Share Option Scheme
6.	Name of registered shareholders(s) and, if more than one, the number of <i>shares</i> held by each of them  Allan WONG Chi Yun
7.	State the nature of the transaction  Exercise of share options
8.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> acquired  2,000,000 share options exercised
9.	Percentage of issued <i>class</i> acquired ( <i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage)  Approximately 0.81%
10.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> disposed  N/A
11.	Percentage of issued <i>class</i> disposed ( <i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage)  N/A
12.	Price per <i>share</i> or value of transaction  2,000,000 shares at exercise price of HK\$19.30 each

13.	Date and place of transaction 28 August 2008, Hong Kong
14.	Total holding following notification and total percentage holding following notification (any <i>treasury shares</i> should not be taken into account when calculating percentage)  Total Holding (excluding share options): 95,724,229 shares:- (i) Personal interest: 17,654,393 shares; (ii) Family interest: 3,968,683 shares; and (iii) Other interest: 74,101,153 shares ( <i>Note</i> ).  Note: The shares were held as to 1,416,325 directly by Honorex Limited (“Honorex”), as to 65,496,225 directly by Conquer Rex Limited (“Conquer Rex”) and as to 7,188,603 directly by Twin Success Pacific Limited (“Twin Success”). Conquer Rex was a wholly owned subsidiary of Honorex. Each of Conquer Rex, Honorex and Twin Success was a wholly owned subsidiary of Trustcorp Limited as the trustee of The Wong Chung Man 1984 Trust, a discretionary trust of which Dr. Allan WONG Chi Yun, a director of the Company, was the founder.  Total percentage holding: Approximately 38.94%
15.	Date issuer informed of transaction 28 August 2008

*Notification in respect of options granted to a director/ person discharging managerial responsibilities*

16.	Date of grant N/A
17.	Period during which or date on which it can be exercised N/A
18.	Total amount paid (if any) for grant of the option N/A
19.	Description of <i>shares</i> or debentures involved ( <i>class</i> and number) N/A
20.	Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise N/A
21.	Total number of shares or debentures over which options held following notification N/A
22.	Any additional information N/A
23.	Name of contact and telephone number for queries CHANG Yu Wai Tel : (852) 2680 5041

Name of duly authorised officer of *issuer* responsible for making notification

CHANG Yu Wai

Company Secretary (Signature not required by e-submission)

Date of notification: 29 August 2008

*As at the date of this notice, 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.*