



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

The Board of Directors (the “Board”) of VTech Holdings Limited (the “Company”) announces that Dr. Raymond CH’IEN Kuo Fung has ceased to be an Independent Non-executive Director of the Company upon his retirement by rotation from the Board at the Company’s annual general meeting held on 5th September 2008 due to other commitments.

Dr. CH’IEN has also ceased to be a member of Audit Committee, Nomination Committee and Remuneration Committee. Dr. CH’IEN has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that will need to be brought to the attention of the shareholders of the Company.

The Board also announces that Dr. Patrick WANG Shui Chung has been appointed as a member of Audit Committee on 5th September 2008.

The Board would like to express its sincere gratitude to Dr. CH’IEN for his valuable contributions to the Company during the tenure of his office.

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.

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

Hong Kong, 5th September 2008

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