

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

**POLL RESULTS AT SPECIAL GENERAL MEETING HELD ON 5TH SEPTEMBER 2008**

At the Special General Meeting (the "SGM") of VTech Holdings Limited (the "Company") held at Elbrus Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on 5th September 2008 at 3:45 p.m. (Hong Kong time), a poll was demanded by the Chairman for voting on the proposed resolution, as set out in the notice of special general meeting dated 21st July 2008.

As more than 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution and the poll results are set out as follows:-

|    | <b>Special Resolution</b>  | No. of Votes (%)          |                    |
|----|--|---------------------------|--------------------|
|    |  | For                       | Against            |
| 1. | To approve and consider 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 to authorize any director or the company secretary of the Company from time to time, as he considers necessary, desirable or expedient to give effect to the above resolution 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 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. | 183,151,937<br>(99.9995%) | 1,000<br>(0.0005%) |

As at the date of the SGM, the total number of issued shares in the Company was 245,842,133 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolution at the SGM. There is no restriction on any shareholders casting votes on the resolution at the SGM.

Computershare Hong Kong Investor Services Limited, the Share Registrar of the Company in Hong Kong, acted as the scrutineer for the purpose of vote-taking at the SGM.

*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>