

Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mn | n/yyyy): | 31/12/2008 | | |
|--|------------|------------------------|----------------------------------|---|
| To: Hong Kong Exchanges and Clearing Limited | | | | |
| | | | | |
| Name of Issuer | VTech H | Ioldings Limited | | |
| Date Submitted | 05/01/20 | 09 | | |
| I. Movements in Authorised Sl | nare Canit | al | | |
| 1. Movements in Authorised Si | патс Сарп | ai | | |
| 1. Ordinary Shares | | | | |
| (1) Stock code : <u>303</u> | Descrip | otion: | | |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding 1 | month | 400,000,000 | US\$0.05 | US\$20,000,000.00 |
| Increase/(decrease) | | <u>-</u> | | |
| Balance at close of the month | | 400,000,000 | US\$0.05 | US\$20,000,000.00 |
| (2) Stock code : | Descrip | otion: | | |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding 1 | month | | | |
| Increase/(decrease) | | | | |
| Balance at close of the month | | | | |

| Stock code : | Descri | ption : | | |
|--|-----------|--------------------------------|----------------------------------|---|
| | | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preced | ing month | | | |
| Increase/(decrease) | | | | |
| Balance at close of the mo | nth | | | |
| 3. Other Classes of Shares | | | | |
| Stock code : | Descri | ption: | | |
| | | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| | ing month | | | |
| Balance at close of preced | ing month | | | |
| Balance at close of preced Increase/(decrease) | ing month | | | |

II. Movements in Issued Share Capital

| | No. of ordir | nary shares | No of preference | e No. of other classes | | |
|--|--------------|-------------|------------------|------------------------|--|--|
| | (1) | (2) | shares | of shares | | |
| Balance at close of preceding month | 245,852,133 | | _ | | | |
| Increase/ (decrease) during the month | | | | | | |
| Balance at close of the month | 245,852,133 | | _ _ | <u>-</u> | | |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and | | Movement duri | ng the month | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---------------|----------------------|----------------|--------------|--|---|
| class of shares | | | | | | the month |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1. 2001 Scheme | Granicu | Excicised | Cancened | Lapseu | | |
| Exercise Price: | | | | | | |
| | - | - | - | - | - | 80,000 |
| HK\$11.41 | | | | | | |
| | | | | | | |
| | | | | | | |
| (10/08/2001) | | | | | | |
| Ordinary shares | | | | | | |
| (Note 1) | | | | | | |
| | | | | | | |
| 2. 2001 Scheme | | | | | | |
| Exercise Price: | | | | | | 3,918,000 |
| HK\$41.07 | - | - | - | - | - | 3,910,000 |
| | | | | | | |
| | | | | | | |
| (10/08/2001) | | | | | | |
| Ordinary shares | | | | | | |
| (Note 1) | | | - | | | - |
| (Ivote 1) | | | | | | |
| 3. | | | | | | |
| 3. | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | To | otal A. (Ordin | ary shares) | - | |
| | | | | nce shares) | N/A | |
| | | | • | Other class) | | |
| Total funds raised dur | ing the month | from evereise o | • | | | |
| options (State currenc | | i ii oiii caticise o | 1 | | | |

Warrants to Issue Shares of the Issuer which are to be Listed No. of new No. of new shares of shares of issuer issued issuer which may be issued during the month pursuant pursuant thereto as at Currency of Nominal value at Exercised Nominal value thereto close of the Description of warrants nominal close of during the at close of the month (Date of expiry - dd/mm/yyyy) value preceding month month month (/ /)Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) / / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) / / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (/ /)(dd/mm/yyyy) (Ordinary shares)_____ Total B. (Preference shares) (Other class)

| Convertibles (i.e. Convertible in Class and description | | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|-------------|------------------------------------|----------------------------|--|--|--|
| 1. | outstanding | monui | monui | monui | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy)) | (/ /) | | | | | |
| 2. | | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) | | | | | | - |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. | | | | | | |
| Stock code (if listed) Class of shares | | | | | | - |
| issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date (if applicable) | (/ /) | | | | | |
| 4. | | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) Subscription price | | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| | | | (Prefere | nary shares) ence shares) Other class) | | |

For Main Board and GEM listed issuers
Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| e month |
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| | Type of Issue | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----|---------------|---------------------------|--|-------|---|--|---|
| | 1,000 | | Class of shares issuable | | | | |
| | | | (Note 1) | | | | |
| 1. | Rights issue | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | _ |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 2. | Open offer | At price : State currency | Issue and allotment date: (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 3. | Placing | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | · - |
| | | | Class of shares issuable (Note 1) | | | | |
| 4. | Bonus issue | | Issue and allotment date: (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |

For Main Board and GEM listed issuers

| | Type of Issue | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----|----------------------|---------------------------|---|-------|---|--|---|
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 5. | Scrip dividend | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares repurchased (Note 1) | | | | |
| 6. | Repurchase of shares | | Cancellation date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | - | |
| | | | Class of shares redeemed (Note 1) | | | | |
| 7. | Redemption of shares | | Redemption date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 8. | Consideration issue | At price : State currency | Issue and allotment date: (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | - |

| | | For Main Boa | ard and GEM lis | |
|-----|--|---|--|---|
| | | | No. of new shares of issuer issued during the | No. of new shares of issuer which may be |
| | | | month pursuant | issued pursuant |
| | | | thereto | thereto as at close of the |
| | Type of Issue | | _ | month |
| | | Class of shares issuable(Note 1) | | |
| 9. | Capital reorganisation | Issue and allotment date: (dd/mm/yyyy) | | |
| | | EGM approval date: (/ /) (dd/mm/yyyy) | ı | |
| | | | | - |
| | | Class of shares issuable | | |
| 10 | Other | (Note 1) | | |
| 10. | Other (Please specify) At price : State currency | Issue and allotment date : (dd/mm/yyyy) | | |
| | | EGM approval date: (/ /) (dd/mm/yyyy) | | |
| | | Total E. (Ordinary share | res) | |
| | | (Preference shar (Other cla | res) | · - |
| | | | | • |
| | | | | |
| | | | (1) | |
| 10 | otal increase / (decrease) in ordinary shares during the | e month (i.e. Total of A to E): | (1) | |
| T. | otal inguagga / (doguagga) in musfaugnag sharas during | the month (i.e. Total of A to E). | (2) | - |
| | otal increase / (decrease) in preference shares during | |] | N/A |
| | otal increase / (decrease) in other classes of shares du | | | N/A |
| (I | These figures should be the same as the relevant figur | es unaer II above ("Movements in Issue | ra Snare Capitai | ι).) |

| Remarks (if any): |
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| |
| Submitted by: <u>CHANG Yu Wai</u> |
| Title: Company Secretary (Director, Secretary or other duly authorised officer) |
| |

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.