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

**POLL RESULTS AT ANNUAL GENERAL MEETING HELD ON 7TH AUGUST 2009**

At the Annual General Meeting (the "AGM") of VTech Holdings Limited (the "Company") held at Everest Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on 7th August 2009 at 3:30 p.m. (Hong Kong time), a poll was demanded by the Chairman for voting on all proposed resolutions, as set out in the notice of annual general meeting dated 6th July 2009.

As a majority of the votes were cast in favour of each of the following resolutions, all such resolutions were passed as ordinary resolutions and the poll results are set out as follows:-

	Resolutions	No. of Votes (%)	
		For	Against
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st March 2009.	189,914,977 (99.997%)	6,000 (0.003%)
2.	To declare a final dividend of US41.0 cents per share for the year ended 31st March 2009.	190,621,412 (100%)	0 (0%)
3.	(a) To re-elect Dr. Allan WONG Chi Yun as director;	189,469,389 (99.396%)	1,152,023 (0.604%)
	(b) To re-elect Mr. Denis Morgie HO Pak Cho as director;	190,142,412 (99.749%)	479,000 (0.251%)
	(c) To re-elect Mr. Andy LEUNG Hon Kwong as director;	190,105,389 (99.729%)	516,023 (0.271%)
	(d) To fix the remuneration of the Directors.	190,409,412 (100%)	0 (0%)
4.	To re-appoint KPMG as the auditors and to authorise the Board of Directors to fix their remuneration.	190,415,412 (99.892%)	206,000 (0.108%)
5.	To grant a general mandate to the Directors to repurchase shares representing up to 10% of the issued share capital of the Company at the date of the AGM.	190,621,412 (100%)	0 (0%)
6.	To grant a general mandate to the Directors to allot, issue and deal with additional shares representing up to 10% of the issued share capital of the Company at the date of the AGM.	150,037,896 (79.707%)	38,199,702 (20.293%)
7.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares by the addition of such number of shares to be repurchased by the Company.	149,945,124 (78.661%)	40,676,288 (21.339%)

As at the date of the AGM, the total number of issued shares in the Company was 246,850,133 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. There were no shares entitling the shareholders to attend and vote only against any of the resolutions.

No shareholders were required to abstain from voting on any of the resolutions at the AGM. No parties have indicated their intention in the circular containing the notice of the AGM to abstain from voting on or vote against any of the resolutions at the AGM.

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 AGM.

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

Hong Kong, 7th August 2009

*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), Dr. PANG King Fai and Mr. Andy LEUNG Hon Kwong. The Independent Non-executive Directors are Dr. William FUNG Kwok Lun, Mr. Denis Morgie HO Pak Cho, Mr. Michael TIEN Puk Sun and Dr. Patrick WANG Shui Chung.*

Website: [www.vtech.com](http://www.vtech.com)  
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