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**vtech**  
**VTech Holdings Limited**  
*(incorporated in Bermuda with limited liability)*  
( stock code : 303 )

**ANNOUNCEMENT**

**DISPOSAL OF SHARES BY THE CHAIRMAN & SUBSTANTIAL SHAREHOLDER**

This announcement is made by VTech Holdings Limited (the “Company”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Company has been informed by Dr. Allan WONG Chi Yun (“Dr. WONG”), the Chairman and substantial shareholder of the Company, that on 25th March 2010 Dr. WONG has agreed to dispose of (such disposal shall be referred to as the “Disposal”) 10,000,000 shares in the capital of the Company held by him (representing approximately 4.05% of total issued share capital of the Company) through an investment bank to investors. Following the Disposal, the total interests of Dr. WONG in the shares of the Company, including family and other interests within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) are 87,212,229 shares (representing approximately 35.31% of total issued share capital of the Company).

Dr. WONG has advised the Company that the Disposal is part of his own asset management plan and that he remains fully committed to and confident of the future and prospects of the Company. The management of the Company is also confident of the Company’s prospects and will continue to strive to create value for the shareholders of the Company.

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

Hong Kong, 26th March 2010

*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.*

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