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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 30 JULY 2010**

At the Annual General Meeting (the "AGM") of VTech Holdings Limited (the "Company") held on 30 July 2010, a poll was demanded by the Chairman for voting on all proposed resolutions, as set out in the notice of annual general meeting dated 29 June 2010.

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 auditor for the year ended 31 March 2010.	194,729,982 (99.995%)	9,000 (0.005%)
2.	To declare a final dividend in respect of the year ended 31 March 2010.	196,376,735 (100%)	0 (0%)
3.	(a) To re-elect Dr. PANG King Fai as Director;	195,862,635 (99.738%)	514,100 (0.262%)
	(b) To re-elect Dr. William FUNG Kwok Lun as Director;	185,003,555 (94.232%)	11,323,180 (5.768%)
	(c) To re-elect Mr. Michael TIEN Puk Sun as Director;	174,248,761 (88.754%)	22,077,974 (11.246%)
	(d) To fix the remuneration of the Directors.	196,076,235 (99.847%)	300,500 (0.153%)
4.	To re-appoint KPMG as the Auditor of the Company at a fee to be agreed with the Directors.	195,970,035 (99.793%)	406,700 (0.207%)
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.	196,322,735 (99.973%)	54,000 (0.027%)
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.	164,125,936 (83.577%)	32,250,799 (16.423%)
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.	159,772,130 (81.360%)	36,604,605 (18.640%)

As at the date of the AGM, the total number of issued shares in the Company was 248,148,133 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 restrictions on any shareholders to cast votes on any of the proposed 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, 30 July 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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