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**vtech**  
**VTech Holdings Limited**  
*(Incorporated in Bermuda with limited liability)*  
( Stock code : 303 )

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
CHANGE OF AUDIT COMMITTEE MEMBER**

The Board of Directors (the “Board”) of VTech Holdings Limited (the “Company”) announces the following:

1. Dr. SUN David Tak Kei (“Dr. SUN”) has been appointed as an Independent Non-executive Director, member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company with effect from 25 January 2011; and
2. Dr. Patrick WANG Shui Chung has ceased to be a member of the Audit Committee with effect from 25 January 2011 but remains an Independent Non-executive Director and a member of the Nomination Committee of the Company.

Particulars of Dr. SUN are set out below:

Dr. SUN, aged 57, is a retired Chairman and Managing Partner of Ernst & Young Fast East Area. Dr. SUN was the President of the Hong Kong Institute of Certified Public Accountants in 2003. He was awarded the Bronze Bauhinia Star and appointed as a Justice of the Peace by the Government of the Hong Kong Special Administrative Region in 2006 and 2008 respectively. Dr. SUN is currently a member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority, a non-executive director of the Mandatory Provident Fund Scheme Authority, a council member of the Hong Kong University of Science and Technology, a member of the Process Review Panel for the Securities and Futures Commission and a member of the Investment Committee for West Kowloon Cultural District Authority. Dr. SUN holds a Bachelor of Science degree in Business Administration from Kansas State University and a Master of Accounting Science degree from the University of Illinois. He also received an Honorary Doctorate of Business Administration from the Open University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Save as disclosed above, Dr. SUN did not hold other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, Dr. SUN does not hold other directorships of the Company and its subsidiaries. He has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, nor does he have any interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between Dr. SUN and the Company. Dr. SUN has been appointed for a term of three years and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Dr. SUN will be entitled to receive a director's fee as approved from time to time by the shareholders of the Company at the annual general meeting of the Company, currently being the sum of US\$30,000 per annum, pro rata to his length of service during the year. The amount of his director's fee has been determined by the Board with reference to his scope of responsibilities.

Save as disclosed above, there is no matter relating to his appointment that will need to be brought to the attention of the shareholders of the Company and there is no information which is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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

Hong Kong, 25 January 2011

*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, Dr. Patrick WANG Shui Chung and Dr. David SUN Tak Kei.*

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