



## VTech Holdings Limited

(incorporated in Bermuda with limited liability)  
(Stock Code - HKSE: 303 LSE: VTH)

### PROXY FORM

#### FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 5TH SEPTEMBER 2008

I/We <sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares  
of US\$0.05 each in the capital of VTECH HOLDINGS LIMITED (the "Company") HEREBY APPOINT the Chairman of the  
Special General Meeting or <sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Special General Meeting of the Company (and at  
any adjournment thereof) to be held at Elbrus Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway,  
Hong Kong on 5th September 2008, at 4:00 p.m. (Hong Kong time, or as soon as the conclusion of the Annual General Meeting)  
and to vote in respect of the following resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit:

	SPECIAL RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve and consider the voluntary cancellation of the listing of the ordinary shares of US\$0.05 each in the capital of VTech Holdings Limited (the "Company") on the list maintained by the Financial Services Authority for the purpose of Part VI of The Financial Services and Markets Act 2000 (the "Official List") and from trading on the London Stock Exchange plc market for listed securities under Rule 5.2.4 of the rules laid down by the UK Listing Authority relating to admission to the Official List pursuant to section 73A(2) of The Financial Services and Markets Act 2000 be and is hereby approved; and to authorize any director or the company secretary of the Company from time to time, as he considers necessary, desirable or expedient to give effect to the above resolution to execute for and on behalf of the Company all documents, instruments, certificates, notices or agreements as may be contemplated or required in respect of the matters contemplated by the above resolution; and to do all such other acts, matters or things for and on behalf of the Company, as may seem necessary or desirable to perfect, give effect to or implement any of the said documents or the said matters.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2008 Shareholder's signature <sup>5</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Special General Meeting is preferred, please delete the words "the Chairman of the Special General Meeting" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED "AGAINST". Failure to tick a box will entitle your proxy to cast your vote at his/her/its discretion on any resolution properly put to the Special General Meeting other than those referred to in the notice convening the Meeting.
5. The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed either under its common seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarized or certified copy thereof must be lodged at the Company's Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Room 1806-07, 18/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Special General Meeting or any adjournment thereof.
7. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Special General Meeting in person if you so wish.