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

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board of Directors (the “Board”) of VTech Holdings Limited (the “Company”) announces Mr. WONG Kai Man (“Mr. KM WONG”) has been appointed as an Independent Non-executive Director, and a member of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Risk Management Committee of the Company with effect from 19 September 2012.

Particulars of Mr. KM WONG are set out below:

Mr KM WONG, aged 62, holds a Bachelor of Science degree in Physics from The University of Hong Kong and an MBA degree from The Chinese University of Hong Kong. He is a fellow of the Association of Chartered Certified Accountants, United Kingdom and a fellow of the Hong Kong Institute of Certified Public Accountants.

Mr. KM WONG is a retired audit partner of PricewaterhouseCoopers with 32 years of professional accounting experience. He was a member of the Growth Enterprise Market Listing Committee of The Stock Exchange of Hong Kong Limited from 1999 to 2003. He is currently a Non-executive Director of the Securities and Futures Commission and an Independent Non-executive Director of China Construction Bank Corporation, SCMP Group Limited, Shangri-La Asia Limited and SUNeVision Holdings Limited. He is a council member of The University of Hong Kong and the City University of Hong Kong. Mr. KM WONG also serves on the board of a number of charitable organisations. Save as disclosed above, Mr. KM WONG did not hold any 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, Mr. KM WONG 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 Mr. KM WONG and the Company. Mr. KM WONG 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. Mr. KM WONG 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 needs 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, 19 September 2012

*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 Mr. WONG Kai Man.*

*<http://www.vtech.com/investors/stock-info>*