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VTech Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 303)

**UPDATE ON VOLUNTARY ANNOUNCEMENT
UNITED KINGDOM COMPETITION & MARKETS AUTHORITY
INVESTIGATION INTO
ACQUISITION OF LEAPFROG ENTERPRISES, INC.**

Reference is made to the announcements of VTech Holdings Limited (the “Company”) dated 29 April 2016 and 19 August 2016 (the “Announcements”) in relation to the United Kingdom Competition & Markets Authority (“CMA”) investigation into acquisition of Leapfrog Enterprises, Inc. (the “Acquisitions”). Terms defined in the Announcements shall have the same meanings when used in this announcement unless otherwise stated.

The CMA has provisionally found that the Acquisition will not lead to competition concerns. The CMA has published its views on these provisional findings on its website and will assess all evidence before making a final decision.

By Order of the Board
VTech Holdings Limited
Allan WONG Chi Yun
Chairman

Hong Kong, 12 December 2016

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 of the Company are Dr. William FUNG Kwok Lun, Dr. Patrick WANG Shui Chung and Mr. WONG Kai Man.

<https://www.vtech.com/en/investors/>