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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, 19 August 2016 and 12 December 2016 (the “Announcements”) in relation to the United Kingdom Competition & Markets Authority (“CMA”) investigation into the acquisition of Leapfrog Enterprises, Inc. (the “Acquisition”). Terms defined in the Announcements shall have the same meanings when used in this announcement unless otherwise stated.

On 12 January 2017, the CMA announced that it has decided to clear the Acquisition as it will not lead to competition concerns and has published its views on its website. The Company is pleased to announce that the investigation by CMA into the Acquisition has now been completed and the Company will start the integration of the operations of VTech and LeapFrog in the United Kingdom.

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

Hong Kong, 13 January 2017

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/>