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VTech Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 303)

**DISCLOSEABLE TRANSACTION
COMPLETION OF ACQUISITION OF LEAPFROG ENTERPRISES, INC.
BY WAY OF MERGER**

Reference is made to the announcements of VTech Holdings Limited (the “**Company**”) dated 5 February 2016 and 3 March 2016 (the “**Announcements**”) in relation to the acquisition of Leapfrog Enterprises, Inc. Terms defined in the Announcements shall have the same meanings when used in this announcement unless otherwise stated.

The Board is pleased to announce that the Offer for the outstanding stock of Leapfrog and the Merger between the Purchaser and Leapfrog were completed. The Offer commenced on 3 March 2016 and expired at 11:59 pm New York City time on 1 April 2016. Approximately 56.60% of all the issued and outstanding common stock of Leapfrog were tendered in the Offer and accepted for purchase by the Purchaser, an indirect wholly-owned subsidiary of the Company. The closing conditions to the Merger have been fulfilled and the Acquisition was completed on 4 April 2016 upon completion of the Merger, as evidenced by the filing of the Certificate of Merger with the Secretary of State of the State of Delaware on 4 April 2016.

Following the completion of the Acquisition, Leapfrog, as the Surviving Corporation succeeding to and assuming all the rights and obligations of the Purchaser and Leapfrog in accordance with the DGCL, has become an indirect wholly-owned subsidiary of the Company.

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

Hong Kong, 5 April 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, Mr. Michael TIEN Puk Sun, Dr. Patrick WANG Shui Chung and Mr. WONG Kai Man.

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