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VTech Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 303)

**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 5 February 2016, 3 March 2016, and 5 April 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.

On 27 April 2016, the Company received a request for information ("RFI") and an Initial Enforcement Order ("Order") from the United Kingdom Competition & Markets Authority ("CMA"). The RFI and Order were issued at the initiative of the CMA because the CMA intends to investigate whether the Merger has resulted or may be expected to result in a substantial lessening of competition in the United Kingdom. The Company has acknowledged the RFI and the Order and is fully cooperating with the CMA.

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

Hong Kong, 29 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/>