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

On 18 August 2016, the CMA announced its decision to refer the Acquisition to a “Phase 2” investigation, unless the Company offers undertakings. The Company will review the full text of the decision by CMA and will duly assess its options.

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

Hong Kong, 19 August 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/>