

Monthly Return of Equity Issuer on Movements in Securities

For the month ended	(dd/mm/yyyy) :
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31/08/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer
Date Submitted

VTech Holdings Limited 02/09/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>303</u> Descrip	otion :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	400,000,000	<u>US\$0.05</u>	US\$20,000,000.00
Increase/(decrease)	-		
Balance at close of the month	400,000,000	<u>US\$0.05</u>	US\$20,000,000.00
(2) Stock code : <u>N/A</u> Descrip	otion :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

## 2. Preference Shares

Stock code :	N/A C	escription :		
		No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of	preceding r	nonth		
Increase/(decrease)				
Balance at close of t	the month			

## 3. Other Classes of Shares

Stock code :	N/A	_Descript	ion :		
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close o	f precedir	ng month			
Increase/(decreas	e)	_			
Balance at close o	f the mon	th _			

Total authorised share capital at the end of the month (*State currency*):

## II. Movements in Issued Share Capital

	No. of ordir (1)	nary shares (2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	251,182,133	N/A	N/A	N/A
Increase/ (decrease) during the month	-	N/A	N/A	N/A
Balance at close of the month	251,182,133	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of						
share option						
scheme						No. of new shares
including EGM	ſ	Movement duri	ng the month			of issuer which
approval date	·				No. of new shares of	may be issued
(dd/mm/yyyy) and					issuer issued during	
class of shares					the month pursuant	at close of the
issuable	Granted	Exercised	Cancelled	Lapsed	thereto	month
1. N/A						
( / / )						
shares						
(Note 1)						
(11010-1)						
2. N/A						
<u>2. IN/7</u>						
<u>( / / )</u>						
shares						
(Note 1)						
3. N/A						
( / / )						
shares						
(Note 1)						
,		Tota	al A. (Ordina	rv shares)	N/A	
			•	ce shares)		
			•	ther class)		
Total funds raised o	luring the me	onth from overe	•			
of options (State cu		nun nom exerc	150	-		
	nency)					

Warrants to Issue Shares of the	lssuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. 10/74						
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
2. N/A						
( / / )						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
<u>3. N/A</u>						
( / / ) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
<u>4. N/A</u>						
Stock code (if listed) Class of shares						
Subscription price						
(if applicable)	( / /	)				
		Total B		ary shares) <u>N/A</u>		_
				ice shares) <u>N/A</u> Other class) N/A		-
			(U	11/A		-

Convertibles (i.e. Convertible	into Shares of th	e Issuer whicl	n are to be Liste	∋d)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	outotariaing	montin	montai	month		monar
	_ _ 					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A	( / / )					
	_ _					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<u>3. N/A</u>	_ _ _					
Stock code (if listed) Class of shares issuable <i>(Note 1)</i> Subscription price EGM approval date						
(if applicable)	( / / )					
	_ _ _					
Stock and (if listed)			- <u> </u>		<u> </u>	
Stock code (if listed) Class of shares issuable <i>(Note 1)</i> Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
		Т	otal C. (Ordina			-
				ce shares) <u>N/A</u> ther class) <u>N/A</u>		-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>N/A</u>		
· · · · · · · · · · · · · · · · · · ·		
	-	
shares (Note 1)		
2. N/A		
	-	
shares (Note 1)		
3. N/A		
	-	
Total D. (Ordinary shares)	N/A	
(Preference shares) (Other class)	N/A N/A	

No. of new share shares of issuer issuer may issued issu during the pursu month thereto pursuant close of		e Capital	Other Movements in Issued Sha	Oth
Image: state currency issuable (Note 1)       N/A         1. Rights issue At price : State currency issuable (Note 1)       Issue and allotment (// )         2. Open offer       At price : State currency issuable (Note 1)         2. Open offer       At price : State currency issue and allotment (// )         3. Placing       At price : State currency issuable (Note 1)         3. Placing       At price : State currency issue and allotment (// )         4. Bonus issue       Class of shares issue and allotment (// )         4. Bonus issue       Class of shares issue and allotment (// )         Bonus issue       Class of shares issue issue and allotment (// )         4. Bonus issue       Class of shares issue and allotment (// )         Bonus issue       Class of shares issue issue and allotment (// )         Bonus issue       Class of shares issue issue issue issue issue and allotment (// )         Bonus issue       Class of shares issue i	shares of issuer which issuer may be issued issued during the pursuant month thereto as at pursuant close of the		Type of Issue	
1. Rights issue       At price : State currency       Issue and allotment date : (dd/mm/yyyy)         Issue and allotment date : (dd/mm/yyyy)       EGM approval date:       ( / / )         2. Open offer       At price : State currency       Class of shares N/A issuable (Note 1)         2. Open offer       At price : State currency       Issue and allotment ( / / )         3. Placing       At price : State currency       Class of shares N/A issuable (Note 1)         3. Placing       At price : State currency       Class of shares N/A issuable (Note 1)         4. Bonus issue       Class of shares issuable (Note 1)       N/A issuable (Note 1)         4. Bonus issue       Class of shares issuable (Note 1)       N/A issuable (Note 1)         4. Bonus issue       Class of shares issuable (Note 1)       N/A issuable (Note 1)         4. Bonus issue       EGM approval date: ( / / )       Issue and allotment ( / / )				
1. Nights issue       At price : currency       date : (dd/mm/yyyy)         EGM approval date:       ( / / )         (dd/mm/yyyy)       EGM approval date:       ( / / )         2. Open offer       At price : State       Issue and allotment       ( / / )         2. Open offer       At price : State       Issue and allotment       ( / / )         3. Placing       At price : State       Class of shares       N/A         3. Placing       At price : State       Issue and allotment       ( / / )         3. Placing       At price : State       Issue and allotment       ( / / )         Glass of shares       N/A       Issue and allotment       ( / / )         Glass of shares       N/A       Issue and allotment       ( / / )         Glass of shares       N/A       Issue and allotment       ( / / )         Glass of shares       N/A       Issue and allotment       ( / / )         (dd/mm/yyyy)       EGM approval date:       ( / / )       Issue and allotment       ( / / )         EGM approval date:       ( / / )       Issue and allotment       ( / / )       Issue and allotment       ( / / )         EGM approval date:       ( / / )       Issue and allotment       ( / / )       I       Issue and allotment       I / )		issuable (Note 1)		
2. Open offer       At price :       State currency       Class of shares issuable ( <i>Note 1</i> ) <u>N/A</u> 2. Open offer       At price :       State currency       Issue and allotment date : (dd/mm/yyyy)       (//)         3. Placing       At price :       State currency       Class of shares issuable ( <i>Note 1</i> ) <u>N/A</u> 3. Placing       At price :       State currency       Class of shares issuable ( <i>Note 1</i> ) <u>N/A</u> 4. Bonus issue       Class of shares currency <u>N/A</u> <u>N/A</u> 4. Bonus issue       Issue and allotment currency       (//) <u>N/A</u> 4. Bonus issue       Issue and allotment ( <i>J//</i> )       (//) <u>N/A</u>			. Rights issue At price :	1.
2. Open offer       At price :       State currency       Issue and allotment date : (dd/mm/yyyy)         2. Open offer       At price :       State currency       Issue and allotment date : (dd/mm/yyyy)         EGM approval date:       ( / / )         (dd/mm/yyyy)       EGM approval date:       ( / / )         3. Placing       At price :       State currency       Issue and allotment date : (dd/mm/yyyy)         3. Placing       At price :       State currency       Issue and allotment ( / / )         Issue and allotment ( / / )       EGM approval date: ( / / )       Issue and allotment ( / / )         4. Bonus issue       Class of shares issuable (Note 1)       N/A issuable (Note 1)         Issue and allotment ( / / )       Issue and allotment ( / / )       Issuable (Note 1)         4. Bonus issue       EGM approval date: ( / / )       Issue and allotment ( / / )         EGM approval date:       [ / / )       Issue and allotment ( / / )	e ( / / )			
2. Open offer       At price :       State currency       Issue and allotment date : (dd/mm/yyyy)         2. Open offer       At price :       State currency       Issue and allotment date : (dd/mm/yyyy)         EGM approval date:       ( / / )       ( / / )         Glass of shares       N/A         Issue and allotment date : (dd/mm/yyyy)       ( / / )         3. Placing       At price :       State currency         Issue and allotment date : (dd/mm/yyyy)       ( / / )         Bonus issue       Class of shares issuable (Note 1)         Class of shares       N/A         Issue and allotment ( / / )       ( / / )         Class of shares       N/A         Issue and allotment ( / / )       ( / / )         EGM approval date:       ( / / )         Glass of shares       N/A         Issue and allotment ( / / )       Issue and allotment ( / / )         EGM approval date:       ( / / )         EGM approval date:       ( / / )				
2. Open offer       At price :       State currency       Issue and allotment date : (dd/mm/yyyy)       ( / / ) EGM approval date:       ( / / )         3. Placing       At price :       State currency       Class of shares issuable (Note 1)       N/A Issue and allotment date : (dd/mm/yyyy)         3. Placing       At price :       State currency       Issue and allotment date : (dd/mm/yyyy)       ( / / )         4. Bonus issue       Class of issuable (Note 1)       Issue and allotment ( / / )       ( / / )         4. Bonus issue       EGM approval date:       ( / / )	ires <u>N/A</u>			
EGM approval date:       ( / / )         (dd/mm/yyyy)		State Issue and allotment ( / /	2. Open offer At price :	2.
3. Placing       At price :       State currency       Issue and allotment date : (dd/mm/yyyy)       ( / / )         Bonus issue       Class of shares (////)       N/A         Issue and allotment (///)       Issue and allotment (///)       N/A         Issue and allotment (///)       Issue and allotment (///)       Issue and allotment (///)         Issue and allotment (///)       Issue and allotment (///)       Issue and allotment (///)         Issue and allotment (///)       Issue and allotment (///)       Issue and allotment (///)         Issue and allotment (///)       Issue and allotment (///)       Issue and allotment (///)		EGM approval date: ( / /		
3. Placing       At price : State currency       Issue and allotment date : (dd/mm/yyyy)       ( / / )         Bonus issue       EGM approval date:       ( / / )         Class of shares       N/A         Issue and allotment (// / )       Issue and allotment (// )         EGM approval date:       Issue and allotment (// )         Issue and allotment (// )       Issue and allotment (// )         EGM approval date:       Issue and allotment (// )         EGM approval date:       Issue and allotment (// )         EGM approval date:       ( / / )         EGM approval date:       Issue and allotment (// )         EGM approval date:       Issue and allotment (// )         EGM approval date:       Issue and allotment (// )				
3. Flacing       At price : currency       date : (dd/mm/yyyy)         EGM approval date:       ( / / )         (dd/mm/yyyy)	ires <u>N/A</u>			
<pre>Class of shares <u>N/A</u> Class of shares <u>N/A</u> issuable (Note 1) 4. Bonus issue lissue lissue lissue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / )</pre>	-		B. Placing At price :	3.
4. Bonus issue EGM approval date: (///)	en ( / / )			
4. Bonus issue EGM approval date: ( / / )				
date : (dd/mm/yyyy) EGM approval date: ( / / )	ires <u>N/A</u>			
	•		I. Bonus issue	4.
	en ( / / )			

	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares <u>N/A</u> issuable <i>(Note 1)</i>	<u>\</u>		
5.	Scrip dividend	At price : State currency	Issue and allotment ( / / date : (dd/mm/yyyy)	)		
			EGM approval date: ( / / (dd/mm/yyyy)	)		
			Class of shares <u>N/A</u> repurchased (Note 1)	<u>\</u>		
6.	Repurchase of shares		Cancellation date : ( / / (dd/mm/yyyy)	)		
			EGM approval date: ( / / (dd/mm/yyyy)	)		
			Class of shares <u>N/A</u> redeemed ( <i>Note 1)</i>	<u>\</u>		
7.	Redemption of shares		Redemption date : ( / / (dd/mm/yyyy)	)		
			EGM approval date: ( / / (dd/mm/yyyy)	)		
			Class of shares <u>N/A</u> issuable <i>(Note 1)</i>	<u>\</u>		
8.	Consideration issue	At price : State currency ———	Issue and allotment ( / / date : (dd/mm/yyyy)	)		
			EGM approval date: ( / / (dd/mm/yyyy)	)		

	Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		Class of shares <u>N/A</u> issuable <i>(Note 1)</i>		
9.	Capital reorganisation	Issue and allotment ( / /  ) date:(dd/mm/yyyy)		
		EGM approval date: ( / / ) (dd/mm/yyyy)		
		Class of shares <u>N/A</u> issuable <i>(Note 1)</i>		
10.	Other (Please specify) At price : State currency	Issue and allotment ( / / ) date : (dd/mm/yyyy)		
		EGM approval date: ( / / ) (dd/mm/yyyy)		
		Total E. (Ordinary shares Preference shares) (Other class)	s) N/A	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	N/A			
(2)	N/A			
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A			
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A			
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)				

Remarks (if any):

Submitted by: CHANG Yu Wai

 Company Secretary

 (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.