

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :		31/12/2019		
To : Hong Kong Exchanges a	and Clear	ring Limited		
Name of Issuer Date Submitted	VTech H	loldings Limited		
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I. Movements in Authorised S	share Ca	pital		
1. Ordinary Shares				
(1) Stock code :303	_Descrip	tion :		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding	g month_	400,000,000	US\$0.05	US\$20,000,000.00
Increase/(decrease)	-	<u>-</u>		
Balance at close of the mont	h _	400,000,000	US\$0.05	US\$20,000,000.00
(2) Stock code : N/A	_Descrip	tion :		_
		No. of ordinary shares	(State	Authorised share capital (State currency)
Balance at close of preceding	g month_			
Increase/(decrease)	-			
Balance at close of the mont	h _			

2. Preference Shares			
Stock code : N/A Descrip	tion :		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			
3. Other Classes of Shares			
Stock code : N/A Descrip	tion :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)		_	
Balance at close of the month			

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

U\$\$20,000,000.00

II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	e No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	251,779,133	N/A	N/A	N/A
Increase/ (decrease) during the month	<u> </u>	N/A	N/A	N/A
Balance at close of the month	251,779,133	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 of including EGM Movement during the month approval date No. of new shares of issuer which may be (dd/mm/yyyy) and issuer issued during issued pursuant class of shares the month pursuant thereto as at close of issuable Granted Exercised Cancelled Lapsed thereto the month 1. N/A (/ / shares (Note 1) 2. N/A shares (Note 1) 3. N/A shares (Note 1) Total A. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency)

Warrants to Issue Shares of the	e Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	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. N/A						
(/ /) 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)	(/ /)				
3. N/A						
(/ /) Stock code (if listed) Class of shares issuable (Note 1)						
Culposintion price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
4. N/A						
(/ /)				·		-
Stock code (if listed)						
Class of shares issuable (Note 1)						
Cubacriation price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
	,		(0 1	1		
		Total E		ary shares) <u>N/A</u> ice shares) <u>N/A</u>		_
)ther class) N/A		=
			, -	- / <u></u>		_

Convertibles (i.e. Convertible	into Shares of th	e Issuer which	h 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	<u></u>					
	_ _ _ 					
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)	(/ /)					
3. N/A						
	_ 					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A	<u> </u>					
	_ 					
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
		-		ce shares) N/A	1	_ _
			(0	ther class) N/A	\	_

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

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>		
	1	
shares (Note 1)		
2. N/A		
-	-	
(/ /)	-	
shares (Note 1)		
3N/A		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Ot	her Movements	in Issued S	hare Capital					
	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
	7,12			Class of shares issuable (Note 1)	<u>N/A</u>			
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)	<u>N/A</u>			
2.	Open offer	At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
								_
				Class of shares issuable (Note 1)	<u>N/A</u>			
3.	Placing	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)	<u>N/A</u>			
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(dd/Hilli/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 issuable (Note 1)	<u>N/A</u>			
5.	Scrip dividend At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares repurchased (Note 1)	<u>N/A</u>			
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
							_
			Class of shares redeemed (Note 1)	<u>N/A</u>			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)	<u>N/A</u>			
8.	Consideration 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 issuable (Note 1)	<u>N/A</u>			
9.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
40	Other			Class of shares issuable (Note 1)	N/A			
10.	Other (Please specify)	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				AGM approval date: (dd/mm/yyyy)	(/ /)		
					Ordinary seference s (Othe	shares	s) N/A	- - -
To	otal increase / (de	crease) in or	dinary shares	during the month (i.e. Total of A to E):		(1)	N/A	
			,	3		(2)	N/A	
I								

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").)

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

(iv)	all the securities of each class are in all respects identical (Note 3);
(v)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(vii)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.
Remai	rks (if any):
Submi	itted by: <u>CHANG Yu Wai</u>
Title:	Company Secretary (Director, Secretary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.