

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 28/02/2014	For the month ended (dd/mm/yyyy) :
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To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	VTech Holdings Limited	
Date Submitted	04/03/2014	

#### I. Movements in Authorised Share Capital

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

#### 3. Other Classes of Shares

Stock code :	N/A	Descrip	otion :		
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of pre	eceding r	nonth			
Increase/(decrease)					
Balance at close of the	month				

Total authorised share capital at the end of the month (State<br/>currency) :US\$20,000,000.00

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	250,872,133	N/A	N/A	N/A		
Increase/ (decrease) during the month		N/A	N/A	N/A		
Balance at close of the month	250,872,133	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 including EGM approval date (dd/mm/yyyy) and <sup></sup>		Movement duri		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares o issuer which may be issued pursuant thereto as at close o	
class of shares						the month
issuable	Granted	Exercised	Cancelled	Lapsed		
1. 2001 SchemeExercise Price:HK\$85.35	-	-	-	-	_	360,000
(10/08/2001) Ordinary shares (Note 1)						
<u>2. N/A</u>						
$\frac{\boxed{( / / )}}{\frac{\text{shares}}{(Note 1)}}$						
<u>3. N/A</u>						
( / / ) shares						
(Note 1)		To	otal A. (Ordin	ary shares)	-	
				ence shares)	N/A	
			(0	Other class)	N/A	
Total funds raised dur options (State currence		n from exercise o	of	-		

Warrants to Issue Shares of the Is	suer which are to be Listed							
Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A		Nominal value close of preceding mor	du	ercised ing the nonth	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	
( / / ) 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 ( <i>Note 1</i> )								
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	( / /	)						
<u>J. N/A</u>	-							
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price								
EGM approval date (if applicable)	( / /							
	-							
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )								
Subscription price	( / /							
		Т	otal B.	(Prefere	nary shares) <u>N/A</u> ence shares) <u>N/A</u> Other class) <u>N/A</u>		-	

For Main Board and GEM listed issuers

				For Main Board and GEM listed issuers			
Convertibles (i.e. Convertible i		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	
<u>1. N/A</u>							
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date							
(if applicable) (dd/mm/yyyy)) 2. N/A	( / / )						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date		·					
(if applicable) (dd/mm/yyyy) 3. N/A	( / / ) 						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price		·					
EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A	( / / )						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )							
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )		Fotal C (Ordiu	nary shares) N/A	A		
			(Prefere	ence shares) $\frac{N/P}{N/P}$ Other class) $\frac{N/P}{N/P}$	ł	-	

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	thereto	as at close of the month
1.     N/A		
	-	
	-	
shares (Note 1)	-	
2. <u>N/A</u>	-	
	-	
shares (Note 1)		· · ·
3. <u>N/A</u>		
	-	
	-	
shares (Note 1)		
$\mathbf{T}_{\mathbf{t}}(\mathbf{a}) = (\mathbf{a}_{\mathbf{t}})^{T} \mathbf{a}_{\mathbf{t}}(\mathbf{a}_{\mathbf{t}})$		
Total D. (Ordinary shares) (Preference shares)	N/A N/A	
(Other class)	N/A N/A	

Otl	her Movements in Issu	ued Share Capital				No of norm	No of nor
	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 ( <i>Note 1</i> )	<u>N/A</u>			
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable ( <i>Note 1</i> )	<u>N/A</u>			
2.	Open offer	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>			
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)	( / /	)		

			<u> </u>	For Ma	<u>ain B</u>	۲ is	nd GEM liss No. of new shares of suer issued during the month pursuant thereto	ted issuers No. of new shares of issuer which may be issued pursuant thereto as at close of the
	Type of Issue							month
			Class of shares issuable (Note 1)	N	<u>I/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 ( <i>Note 1</i> )	N	<u>I/A</u>			
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	( /	/	)		
			EGM approval date: (dd/mm/yyyy)	( /	/	)		
			Class of shares redeemed ( <i>Note 1</i> )	N	<u>I/A</u>			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( /	/	)		
			EGM approval date: (dd/mm/yyyy)	( /	/	)		
			Class of shares issuable (Note 1)	N	I <u>/A</u>			
8.	Consideration issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	( /	/	)		
			EGM approval date: (dd/mm/yyyy)	( /	/	)		

			]	For Main Board and GEM listed issuers			
	Type of Issue				s iss d I	o. of new hares of uer issued uring 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 ( <i>Note 1</i> )	<u>N/A</u>			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable ( <i>Note 1</i> )	<u>N/A</u>			
10.	Other (Please specify)	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
				Ordinary sh reference sh (Other o	nares)	N/A N/A N/A	
				<b>(</b>			-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	-				
	(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.