

# Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	28/02/2015	

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To : Hong Kong Exchanges and Clearing Limited

Name of Issuer
Date Submitted

VTech Holdings Limited	
03/03/2015	

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>303</u> Descrij	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	US\$0.05	US\$20,000,000.00
(2) Stock code : <u>N/A</u> Descrij	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 Descr	iption :		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preced	ding month			
Increase/(decrease)				
Balance at close of the m	onth			

### 3. Other Classes of Shares

Stock code :	N/A Des	scription :		
		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	e month			

Total authorised share capital at the end of the month (*State 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	251,182,133	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	251,182,133	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share Options (under	Share Option	Schemes of the l	[ssuer)					
Particulars of share option scheme including EGM					No. of new shares of issuer issued during the month pursuant	issuer which may be issued pursuant		
approval date		Movement durin	ng the month		thereto	thereto as at close of		
(dd/mm/yyyy) and — class of shares			0		-	the month		
issuable	Granted	Exercised	Cancelled	Lapsed				
<u>1. N/A</u>								
(Note 1)								
<u>2. N/A</u>								
shares (Note 1)								
<u>3. N/A</u>								
( / / ) shares								
$\frac{\text{shares}}{(Note 1)}$								
(note 1)		То	tal A. (Ordin	ory chorec)	N/A			
		10		nce shares)				
		с ·		Other class)				
Total funds raised duri options (State currency		from exercise of	t	-				

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value 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	\$ <del>.</del>				
( / / ) 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)	( / / )				
( / / )   Stock code (if listed)   Class of shares   issuable (Note 1)   Subscription price   EGM approval date   (if applicable)					
	( / / )				
	Tota	(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

Convertibles (i.e. Convertible i	nto Shares of the I	ssuer which are to	be Listed)		No. of norm	No of now
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
<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))	( / / )					
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> </u>	_ _ _					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<u>4. 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)	( / / )			nary shares) $\frac{N/A}{N/A}$		-
				ence shares) N/A Other class) N/A		-

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 thereto	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:	linereto	as at close of the month
1. <u>N/A</u>		
shares (Note 1)		
2. N/A		
shares (Note 1)		
3. <u>N/A</u>		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares) (Other class)	N/A N/A	
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	Type of Issue	Issued Share Capital				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 ( <i>Note 1</i> )	<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)	( / /	)		

	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>			
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> )		<u>N/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> )		<u>N/A</u>			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(		)		
			EGM approval date: (dd/mm/yyyy)	(	/ /	)		
			Class of shares issuable ( <i>Note 1</i> )		<u>N/A</u>			
8.	Consideration issue	At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	(	/ /	)		
			EGM approval date: (dd/mm/yyyy)	(	/ /	)		

			For Main Board and GEM listed issuers				
	Type of Issue		No. of new shares of issuer issued during the pursuant thereto a close of monthNo. of new shares issuer will during the may b month thereto a close of month	of hich be d nt us at the			
			Class of shares issuable $\underline{N/A}$ ( <i>Note 1</i> )				
9.	Capital reorganisation		Issue and allotment ( / / ) date : (dd/mm/yyyy)				
			EGM approval date: ( / / ) (dd/mm/yyyy)				
			Class of shares issuable <u>N/A</u> (Note 1)				
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)N/A(Preference shares)N/A(Other class)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

Title:Company Secretary<br/>(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.