

Monthly Return of Equity Issuer on Movements in Securities

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

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 | \$. | | | | |
| | | | | | |
| (/ /) 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 | |
| | 11/2 | |

| | 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
(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.