

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

28/02/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer
Date Submitted

VTech Holdings Limited 05/03/2019

I. Movements in Authorised Share Capital

1. Ordinary Share	s
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(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	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> Descrip	otion :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	shares	(State currency)	capital
Balance at close of preceding month Increase/(decrease)	shares	(State currency)	capital
	shares	(State currency)	capital

2. Preference Shares

Stock code : <u>N/A</u> Descrip	otion :		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)		_	
Balance at close of the month			

3. Other Classes of Shares

Stock code : <u>N/A</u> Des	scription :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding mo	onth		
Increase/(decrease)		-	
Balance at close of the 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		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	251,572,133	N/A	N/A	N/A		
Increase/ (decrease) during the month		N/A	N/A	<u> </u>		
Balance at close of the month	251,572,133	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share Options (und	ler Share Opt	ion Schemes c	of the Issuer)			
Particulars of						
share option scheme						
including EGM		4				No. of new shares of
approval date	N	Movement durir	ng the month		-No. of new shares of	issuer which may be
(dd/mm/yyyy) and					issuer issued during	issued pursuant
class of shares						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)						
(NOLE I)		Tota	IA. (Ordina	ry charge)	NI/A	
		Tota		ce shares)		
			·	ther class)		
Total funds raised o	luring the mo	nth from overei				
of options (State cu			56	_		
	ineney)					

Warrants to Issue Shares of the	Issuer 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
<u> </u>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)						
	(/ /)				
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	,	,				
	<u> </u>	<u> </u>		<u> </u>		
(/ /) Stock code (if listed)						
Class of shares						
EGM approval date (if applicable)						
	(/ /)				
4. N/A						
				·		
(/ /)						
Stock code (if listed) Class of shares						
incurable (Nate 1)						
Subscription price						
EGM approval date (if applicable)						
	(/ /)				
		Total B		ary shares) <u>N/A</u>		-
				ce shares) <u>N/A</u>		-
			(U	other class) <u>N/A</u>		-

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

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

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed including

	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>			
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 currency	lssue 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)	(/ /)		
L								

	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 (<i>Note 1</i>)		<u>N/A</u>			
8.	Consideration issue	At price :	State currency ———	lssue and allotment date : (dd/mm/yyyy)	()		
				EGM approval date: (dd/mm/yyyy)	()		
L									

	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
9.			Class of s issuable (Note 1	shares)	<u>N/A</u>			
	Capital reorganisation	Issue and allotm date : (dd/mm/yy	iont -	/ /)			
			EGM approval d (dd/mm/yyyy)	ate: (/ /)		
10.		State currency	Class of s issuable (Note 1	shares)	<u>N/A</u>			
			Issue and allotm date : (dd/mm/yy	iont -	/ /)		
			EGM approval d (dd/mm/yyyy)	ate: ()		
			Total	F (Ord	inary sha	ares)	N/A	
	Total E. (Ordinary shares) (Preference shares)				N/A	_		
					(Other c	lass)	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").)			

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.

Remarks (if any):

Submitted by: CHANG Yu Wai

Title: <u>Company Secretary</u> (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.