

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/	31/01/2019			
To : Hong Kong Exchanges	and Clea	aring Limited		
Name of Issuer Date Submitted	VTech F 04/02/20	Holdings Limited 019		
I. Movements in Authorised	Share Ca	apital		
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	ng month	400,000,000	US\$0.05	US\$20,000,000.00
Increase/(decrease)		<u> </u>		<u> </u>
Balance at close of the mor	nth	400,000,000	US\$0.05	US\$20,000,000.00
(2) Stock code : N/A	Descrip	otion :		
		No. of ordinary shares	Par value (State currency)	capital
Balance at close of preceding	ng month			
Increase/(decrease)				
Balance at close of the mor	nth			

2. Preference Shares			
Stock code : N/A Descript	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 Descript	tion :		
	No. of other classes of shares	(State	
Balance at close of preceding month _			
Increase/(decrease)		_	
Balance at close of the month _			
Total authorised share capital at the elecurrency):	nd of the month		0,000,000.00

II. Movements in Issued Share Capital

	No. of ordir	nary shares	No of preference	e 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	<u> </u>	N/A	N/A	N/A
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 (under Share Option Schemes of the Issuer) Particulars of share option scheme No. of new shares including EGM of issuer which Movement during the month approval date No. of new shares of may be issued (dd/mm/yyyy) and issuer issued during pursuant thereto as class of shares at close of the the month pursuant issuable Granted Exercised Cancelled Lapsed thereto 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)

Description of warrants (Date of expiry - dd/mm/yyyy)		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	(/ /)				
0.1071						
						_
Stock code (if listed) Class of shares						
Subscription price EGM approval date (if applicable)						
	(/ /)				
(/ /)						-
0 1 1 1 1						
EGM approval date (if applicable))				
(dd/11111/yyyy)	(/ /	,	•			
		Total B		ary shares) <u>N/A</u> nce shares) N/A		-
				other class) N/A		- -

Convertibles (i.e. Convertible	into Shares of the	e Issuer whic	h are to be Liste	ed)		
					N. 6	No. of new
					No. of new	shares of
					shares of issuer	issuer which may be
					issued	issued
		Amount at			during the	pursuant
	Currency of	close of	Converted	Amount at	month	thereto as at
	amount	preceding	during the	close of the	pursuant	close of the
Class and description	outstanding	month	month	month	thereto	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	<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)						
	(/ /)					
4. N/A	_					
	_					
	_					
						-
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	/ / / \					
(dd/mm/yyyy)	(/ /)		Total C. (Ordina	ary charge) N/A		
				ice shares) N/A		_
				ther class) N/A		_
			()	1161 CIGSS) 11/F	<u>.</u>	_

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

ype of Issue	At price :	State currency	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u> (/ /)	thereto	month
Rights issue	At price :		issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date:	(/ /			
Rights issue	At price :		date : (dd/mm/yyyy) EGM approval date:				
				(/ /)		
			Class of shares issuable (Note 1)	<u>N/A</u>			
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)	N/A			
Placing	At price :	State currency	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
				(/ /)		
							<u> </u>
			Class of shares issuable (Note 1)	N/A			
Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
	Placing	Placing At price :	Placing At price : State currency	Class of shares issuable (Note 1) Bonus issue At price: currency At price: currency Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date:	Class of shares issuable (Note 1) Class of shares (dd/mm/yyyy) EGM approval date: (/ / / / / / / / / / / / / / / / / /	Class of shares issuable (Note 1) Class of shares (dd/mm/yyyy) EGM approval date: (1 / 1) Class of shares issuable (Note 1) Issue and allotment (1 / 1) EGM approval date: (1 / 1) Class of shares issuable (Note 1) Class of shares (1 / 1) EGM approval date: (1 / 1) Class of shares (1 / 1) EGM approval date: (1 / 1)	Class of shares N/A issuable (Note 1) Class of shares of shares issuable (Note 1) EGM approval date: (/ /) Class of shares issuable (Note 1) Class of shares of shares issuable (Note 1) Class of shares issuable (Note 1) Class of shares issuable (/ /) Class of shares (/ /) EGM approval date: (/ /) Class of shares (/ /)

	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)	N/A			
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 issue	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
9.	Capital reorganisation			Class of shares N/A issuable (Note 1) Issue and allotment (/ /) date: (dd/mm/yyyy) EGM approval date: (/ /)		
				Class of shares N/A issuable (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 (Preference shares (Other class	s) 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 I	Ξ):	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 i	n 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.