

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	30/6/2017
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To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	
Date Submitted	

VTech Holdings Limited 04/07/2017

I. Movements in Authorised Share Capital

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

## 3. Other Classes of Shares

Stock code :	N/A	_Descript	ion :		
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of	precedin	g month			
Increase/(decrease	e)	_			
Balance at close of	the mon	th _			

Total authorised share capital at the end of the month (*State currency*):

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	e No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	251,182,133	N/A	N/A	N/A		
Increase/ (decrease) during the month	190,000	N/A	N/A	N/A		
Balance at close of the month	251,372,133	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 class of shares		<i>I</i> ovement duri		<sup>-</sup> No. of new shares of issuer issued during the month pursuant	pursuant thereto as at close of the	
issuable	Granted	Exercised	Cancelled	Lapsed	thereto	month
<u>1. N/A</u> ( / / ) shares (Note 1) <u>2. N/A</u>						
( / / ) shares (Note 1)						
<u>3. N/A</u>						
shares						
(Note 1)		Tota	IA. (Ordina	rv shares)	N/A	
		1014		ce shares)		
			•	ther class)		
Total funds raised of options (State cu	during the moi irrency)	nth from exerci	•	-		

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
1. 10/7						
( / / ) Stock code (if listed)						
Class of shares						
Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy) 2. N/A	( / /	)				
( / / )						<u>.</u>
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
<u>3. N/A</u>	, ,					
( / / ) Stock code (if listed) Class of shares						
Cube evinties price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / /	)				
<u>4. N/A</u>						
						<u> </u>
( / /  ) Stock code (if listed)						
Class of shares						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
		Total B	. (Ordina	ary shares) N/A		
			(Preferen	ce shares) <u>N/A</u>		-
			(U	other class) <u>N/A</u>		-

Convertibles (i.e. Convertible	into Shares of th	e Issuer whicl	n 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
1. N/A						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy))	(//)					
	_					
Stock code (if listed)			- <u> </u>	·		
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
<u>3. N/A</u>						
Stock code (if listed)			·			
Class of shares						
issuable (Note 1)						
Cube existing suries						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )					
<u>4. N/A</u>						
Stock code (if listed)						
Class of shares						
iccuphle (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )					
	. /	т	otal C. (Ordina	ry shares) N/A		
			(Preferen	ce shares) N/A		-
			(O <sup>.</sup>	ther class) N/A		
						-

Any Opti	other Agreements or Arrangements to Issue Shares of the Issue ons (other than under Share Option Schemes)	er which are to be Liste	ed, including
Ful	l particulars including EGM approval date (dd/mm/yyyy), pplicable, 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.	Ν/Α		
	shares (Note 1)		
2.	Ν/Α		
	( / / ) shares (Note 1)		
3.	N/A		
	( / / ) shares (Note 1)		
	Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

	ner Movements in	n Issued Sha	ire 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
1.	Rights issue	At price :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u> ( / / ( / /		
2.	Open offer	At price :	State currency	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u> ( / / ( / /		
3.	Placing	At price :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u> ( / / ( / /		
4.	Bonus issue			Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u> ( / / ( / /	)	

S. Scrip dividend  At price : State currency  Issue and allotment ( / / ) date : (dd/mm/yyyy)    EGM approval date:  ( / / ) (dd/mm/yyyy)    EGM approval date:  ( / / ) (dd/mm/yyyy)    6. Repurchase of shares  Class of shares ( / / ) (dd/mm/yyyy)    7. Redemption of shares  Class of shares ( / / ) (dd/mm/yyyy)    7. Redemption of shares  Class of shares ( / / ) (dd/mm/yyyy)    8. Consideration size  At price : State currency    Issue and allotment ( / / ) (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)    EGM approval date:  ( / / ) (		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
5. Schp dividend  At price : currency  date : (dd/mm/yyyy)    EGM approval date:  ( / / )    (dd/mm/yyyy)  EGM approval date:  ( / / )    6. Repurchase of shares  Class of shares repurchased (Note 1)  Cancellation date : ( / / )    6. Repurchase of shares  Cancellation date : ( / / )  ( / / )    6. Repurchase of shares  Cancellation date : ( / / )  ( / / )    7. Redemption of shares  MA  Redemption date : ( / / )    7. Redemption of shares  MA  EGM approval date: ( / / )    8. Consideration issue  At price : State  Class of shares issuable (Note 1)    8. Consideration  At price : State  Issue and allotment ( / / )    Issue and allotment  ( / / )  EGM approval date: ( / / )					<u>N/A</u>			
(dd/mm/yyyy)	5.	Scrip dividend	At price :		( / /	)		
6. Repurchase of shares  Cancellation date : ( / / ) (dd/mm/yyyy)    EGM approval date: ( / / ) (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)    7. Redemption of shares  N/A redeemed (Note 1)    7. Redemption of shares  Class of shares ( / / ) (dd/mm/yyyy)    8. Consideration At price : State currency  Class of shares ( / / ) (dd/mm/yyyy)    8. Consideration issue  At price : State currency    Issue  Lass of shares ( / / ) ( / )				EGM approval date: (dd/mm/yyyy)	( / /	)		
6. Repurchase of shares  Cancellation date : ( / / ) (dd/mm/yyyy)    EGM approval date: ( / / ) (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)    7. Redemption of shares  N/A redeemed (Note 1)    7. Redemption of shares  Class of shares ( / / ) (dd/mm/yyyy)    8. Consideration At price : State currency  Class of shares ( / / ) (dd/mm/yyyy)    8. Consideration issue  At price : State currency    Issue  Lass of shares ( / / ) ( / )								
shares  (dd/mm/yyy)    EGM approval date:  ( / / )    (dd/mm/yyyy)  EGM approval date:    (dd/mm/yyyy)  ( / / )    Class of shares  N/A    redeemed (Note 1)  Redemption date :    7. Redemption of shares  Redemption date :    (dd/mm/yyyy)  EGM approval date:    7. Redemption of shares  N/A    redeemed (Note 1)  Redemption date :    (dd/mm/yyyy)  EGM approval date:    (dd/mm/yyyy)  EGM approval date:    8. Consideration issue  At price :    State  Issue and allotment    ( / / )  EGM approval date:    ( / / )  EGM approval date:    ( / / )  EGM approval date:					<u>N/A</u>			
Class of shares (dd/mm/yyyy)  N/A    Class of shares redeemed (Note 1)  N/A    Redemption date :  ( / / )    (dd/mm/yyyy)  EGM approval date:    EGM approval date:  ( / / )    (dd/mm/yyyy)  EGM approval date:    8. Consideration issue  At price :    State  Issue and allotment date :    (dd/mm/yyyy)  EGM approval date:    EGM approval date:  ( / / )	6.				( / /	)		
7. Redemption of shares  Redemption date : ( / / ) (dd/mm/yyyy)    EGM approval date:  ( / / ) (dd/mm/yyyy)    EGM approval date:  ( / / ) (dd/mm/yyyy)    8. Consideration issue  At price : State currency    B. Consideration issue  At price : State currency    EGM approval date:  ( / / )    B. Consideration issue  At price : State currency    EGM approval date:  ( / / )					( / /	)		
7. Redemption of shares  Redemption date : ( / / ) (dd/mm/yyyy)    Figure 1  Redemption date : ( / / ) (dd/mm/yyyy)    EGM approval date:  ( / / ) (dd/mm/yyyy)    EGM approval date:  ( / / ) (dd/mm/yyyy)    B. Consideration issue  At price : State currency    Issue and allotment date : ( / / )  Issue and allotment ( / / ) (dte : ( / / ))    EGM approval date:  ( / / )								
shares  (dd/mm/yyyy)    EGM approval date:  ( / / )    (dd/mm/yyyy)  EGM approval date:    (dd/mm/yyyy)  ( / / )    Class of shares  N/A    issuable (Note 1)  Issue and allotment    8. Consideration  At price :  State    issue  Issue and allotment  ( / / )    Babeline  EGM approval date:  ( / / )					<u>N/A</u>			
(dd/mm/yyyy)    (dd/mm/yyyy)    Class of shares    N/A    issuable (Note 1)    8. Consideration    At price :  State    currency  Issue and allotment    (dd/mm/yyyy)    EGM approval date:	7.			Redemption date : (dd/mm/yyyy)	( / /	)		
8. Consideration issue  At price : State currency  Issue and allotment date : (dd/mm/yyyy)    EGM approval date:  ( / / )					( / /	)		
8. Consideration issue  At price : State currency  Issue and allotment date : (dd/mm/yyyy)    EGM approval date:  ( / / )				 				
issue At price : currency date : (dd/mm/yyyy) EGM approval date: ( / / )					<u>N/A</u>			
	8.		At price :			)		
				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 issuable <i>(Note</i>	shares 1)	<u>N/A</u>			
9.	Capital reorganisation				lssue and allotr date : (dd/mm/y		( / /	)		
					EGM approval (dd/mm/yyyy)	date:	( / /	)		
10.	Other – Issue of new shares at par value under General Mandate on 14 June 2017 to the Trustee pursuant to the Share Purchase Scheme (Please specify)	At price :	State currency		Class of issuable (Note	shares 1)	<u>Ordina</u> Share	ry s		
					Issue and allotr date : (dd/mm/y		(14/6/20	17)		
					AGM approval ( (dd/mm/yyyy)	date:	(15/7/20	16)		
	Total E. (Ordinary shares) <u>190,000</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>							-		

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	190,000						
(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.