

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

Monthly Return of Equity Issuer on Movements in Securities

| To: Hong Kong Exchanges and Clearing Limited | | | | |
|--|---------------------|------------------------|----------------------------------|---|
| | VTech H 02/04/20 | oldings Limited | | |
| I. Movements in Authorised Sha | are Capita | al | | |
| 1. Ordinary Shares | <i>P</i> : | | | |
| (1) Stock code : <u>303</u> | Descrip | tion: | | |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding me | onth | 400,000,000 | US\$0.05 | US\$20,000,000.00 |
| Increase/(decrease) | | <u>-</u> | | |
| Balance at close of the month | | 400,000,000 | US\$0.05 | US\$20,000,000.00 |
| (2) Stock code : N/A | Descrip | tion: | | |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding me | onth | | | |
| Increase/(decrease) | | | | |
| Balance at close of the month | | | | |

31/03/2014

| Stock code : N/A Desc | ription : | | |
|--|--------------------------------|----------------------------------|---|
| | 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 | | | |
| Barance at crose of the month | | | |
| 3. Other Classes of Shares | | | |
| 3. Other Classes of Shares | ription : | | |
| 3. Other Classes of Shares | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| 3. Other Classes of Shares | No. of other | (State | capital |
| 3. Other Classes of Shares Stock code: N/A Desc | No. of other | (State | capital |

II. Movements in Issued Share Capital

| | No. of ordin | ary shares | No of preference | No. of other classes |
|--|--------------|------------|------------------|----------------------|
| | (1) | (2) | shares | of shares |
| Balance at close of preceding month | 250,872,133 | 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 | 250,872,133 | 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 | eme GGM late | | | 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 | Granted | Exercised | Cancelled | Lapsed | | |
| 1. 2001 Scheme | | | | | | |
| Exercise Price: HK\$85.35 | - | - | - | - | - | 360,000 |
| (10/08/2001) Ordinary shares (Note 1) | | | | | | |
| 2. N/A | | | | | | |
| (/ /) shares (Note 1) | | | | | | |
| 3. N/A | | | | | | |
| (/ /) shares (Note 1) | | | | | | |
| | | To | tal A. (Ordin | • | | |
| | | | • | nce shares) | | |
| | | | · | Other class) | N/A | |
| Total funds raised duroptions (State current | | i from exercise o | <u></u> | - | | |

| Warrants to Issue Shares of the Is | suer which are t | o be Listed | | | | |
|--|---------------------------------------|---|----------------------------------|---|--|--|
| Description of warrants (Date of expiry - dd/mm/yyyy) | 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. N/A | _ | | | | | |
| | - | | | | | |
| | | | | <u> </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 (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | (| , | | | | |
| (dd/mm/yyyy) 3. N/A | (/ / |) | | | | |
| 3.17/11 | _ | | | | | |
| | <u> </u> | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| 4. N/A | <u>-</u> | | | | | |
| | - | | | | | |
| (/ /) | | | | · | | |
| C41 | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| | | Tota | 1 R (Ordi | nary shares) N/A | | |
| | | 10111 | | ence shares) N/A | | - |
| | | | | Other class) N/A | | _ |
| | | | | - | | |

| Convertibles (i.e. Convertible in Class and description | | 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 |
|---|-------------|------------------------------------|----------------------------|--------------------------------|--|--|
| 1. N/A | 8 | | | | | |
| | | | | | | |
| Stock code (if listed) | _ | | | | | |
| Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy)) | (/ /) | | | | | |
| 2. 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) | (/ /) | | | | | |
| 3. N/A | (, , ,) | | | | | |
| | | | | | | |
| | <u></u> | | | | | |
| C(++1++1+('(1'++1) | | | | | | |
| Stock code (if listed) Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | | | | |
| 4. N/A | <u></u> | | | | | |
| | <u> </u> | | | | | |
| - | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | Total C (Ond) | anny charac) NI/A | | |
| | | | | hary shares) $\frac{N/A}{N/A}$ | | - |
| | | | | Other class) $\frac{N/A}{N}$ | | - |

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)

| 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. N/A | | |
| shares (Note 1) | | |
| 2. <u>N/A</u> | | |
| (/ /) shares (Note 1) | | <u> </u> |
| 3. <u>N/A</u> | | |
| (/ /) shares (Note 1) | | |
| | 27/4 | |
| Total D. (Ordinary shares) (Preference shares) | N/A N/A | |
| (Other class) | N/A | |
| | | |

| | 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 |
|----|---------------|---------------------------|--|------------|---|--|---|
| | J.F | | Class of shares issuable | <u>N/A</u> | | | |
| 1. | Rights issue | At price : State | (Note 1) Issue and allotment date: (dd/mm/yyyy) | (/ / |) | | |
| | | carrency | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | N/A | | | |
| 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 | _ 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) | (/ / |) | | |
| | | | | | | | |

For Main Board and GEM listed issuers

| | | | | roi main i | JUa. | ra ana Geni ns | |
|----|----------------------|---------------------------|---|------------|------|--|---|
| | 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 (<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>) | N/A | | | |
| 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) | (/ / |) | | |
| | | | | | | | · |

| | | For Main Board and GEM liste | ed issuers |
|-----|--|--|--|
| | | | No. of new shares of issuer which may be issued pursuant thereto as at close of the |
| | Type of Issue | | month |
| | | Class of shares issuable $\frac{N/A}{(Note \ 1)}$ | |
| 9. | Capital reorganisation | Issue and allotment (/ /) date: (dd/mm/yyyy) | |
| | | EGM approval date: (/ /) (dd/mm/yyyy) | |
| | | Class of shares issuable N/A | |
| | | (Note 1) | |
| 10. | Other (Please specify) At price: State curre | 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 | |
| | | | |
| To | otal increase / (decrease) in ordinary s | ares during the month (i.e. Total of A to E): (1) | - |
| | | (2) N | /A |
| То | otal increase / (decrease) in preference | shares during the month (i.e. Total of A to E): | Ī/A |
| Ta | otal increase / (decrease) in other class | es of shares during the month (i.e. Total of A to F): | T / A |

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

| Remarks (if any): | | | | | |
|---|--|--|--|--|--|
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| | | | | | |
| Submitted by: <u>CHANG Yu Wai</u> | | | | | |
| 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.