

# Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :		31/03/2020		
To : Hong Kong Exchanges a	nd Cleaı	ring Limited		
_	VTech F 02/04/20	Holdings Limited		
I. Movements in Authorised S	Share Ca	pital		
1. Ordinary Shares				
(1) Stock code :303	_Descrip	otion:		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding	g month	400,000,000	US\$0.05	US\$20,000,000.00
Increase/(decrease)	-	<u>-</u>		<u> </u>
Balance at close of the month	າ ຼ	400,000,000	US\$0.05	US\$20,000,000.00
(2) Stock code : N/A	_Descrip	otion :		
		No. of ordinary shares	(State	Authorised share capital (State currency)
Balance at close of preceding	g month			
Increase/(decrease)	-			
Balance at close of the month	າ .			

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 _			
Other Classes of Shares			
Stock code : N/A Descript	tion :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month _		- <u> </u>	
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 ordin	ary shares	No of preferenc	e No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	251,779,133	N/A	N/A	N/A
Increase/ (decrease) during the month		N/A	N/A	N/A
Balance at close of the month	251,779,133	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 of including EGM Movement during the month approval date No. of new shares of issuer which may be (dd/mm/yyyy) and issuer issued during issued pursuant the month pursuant thereto as at close of class of shares issuable Granted Cancelled Exercised Lapsed thereto the 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)

Warrants to Issue Shares of the	<u> </u>	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
( / / ) 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						
,						
Class of shares issuable (Note 1)						
EGM approval date (if applicable)		)				
( / / )						-
Subscription price EGM approval date (if applicable)						
		Total B	(Preferen	ary shares) <u>N/A</u> ace shares) <u>N/A</u> Other class) <u>N/A</u>		- - -

Convertibles (i.e. Convertible	into Shares of th	e Issuer whic	h are to be Liste	ed)		
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
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)	<u> </u>		_			
Class of shares issuable (Note 1)						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
3. N/A	_					
	<u> </u>					
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
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 shares) N/A	4	
			(Preferen	ce shares) N/A ther class) N/A	١	<del>-</del> -
			()	1.131 Gladd) 14/7	<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)

No. of new shares of issuer which may be No. of new shares issued pursuant of issuer issued Full particulars including EGM approval date (dd/mm/yyyy), thereto as at close of during the month if applicable, and class of shares issuable: pursuant thereto the month 1. N/A shares (Note 1) 2. N/A shares (Note 1) 3. N/A shares (Note 1) Total D. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

			hare Capital					
	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	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 (Note 1)	<u>N/A</u>			
5.	Scrip dividend At price : State currence	y ———	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 (Note 1)	<u>N/A</u>			
8.	Consideration At price : State currence	y ———	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 a close of the month
				Class of shares issuable (Note 1)	N/A			
9.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
								_
40	Ollara			Class of shares issuable (Note 1)	<u>N/A</u>			
10	. Other (Please specify)	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				AGM approval date: (dd/mm/yyyy)	( / /	)		
					Ordinary seference seference (Othe	share	s) N/A	
To	otal increase / (de	crease) in or	dinary shares o	during the month (i.e. Total of A to E):		(1)	N/A	4
						(2)	N/A	4

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 Is	sued Sha	are 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);
(,	an the securities of sach state are in an respecte has had a (Note 5),
(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.
	rks (if any):
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Submi	itted 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. 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.