

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm	n/yyyy):	31/05/2012			
To: Hong Kong Exchanges and Clearing Limited					
Name of Issuer	VTech H	foldings Limited			
Date Submitted	05/06/20	12			
I. Movements in Authorised Sh	nare Capita	al			
1. Ordinary Shares					
(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 n	nonth	400,000,000	US\$0.05	US\$20,000,000.00	
Increase/(decrease)		<u>-</u>			
Balance at close of the month		400,000,000	<u>US\$0.05</u>	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 n	nonth				
Increase/(decrease)					
Balance at close of the month					

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			
3. Other Classes of Shares			
	ription :		
	ription : No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
	No. of other	(State	capital
Stock code : N/A Desc	No. of other	(State	capital

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	249,602,133	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	249,602,133	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					No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant	
approval date					thereto	thereto as at close	
(dd/mm/yyyy) and -	Wovement during the month				_	the month	
class of shares							
issuable	Granted	Exercised	Cancelled	Lapsed			
1. 2001 Scheme							
Exercise Price:						248,000	
HK\$41.07	-	-	-	-	-	248,000	
(10/08/2001)							
Ordinary shares							
(Note 1)							
2. 2001 Scheme							
Exercise Price:	_	_	_	_	_	1,382,000	
HK\$85.35	_	_	_	_	_	1,362,000	
(10/08/2001)							
Ordinary shares							
(Note 1)							
3. N/A							
(/ /)							
shares							
(Note 1)							
(11016 1)		Ta	otal A. (Ordin	ary charec)	_		
		10		nce shares)	N/A		
			•	Other class)			
T-4-1 f 4 4. 1		. C	•	Juici Class)	IVA		
Total funds raised dur options (State currence		i from exercise of	ΟĪ	_			

Warrants to Issue Shares of the Issuer which are to be Listed No. of new No. of new shares of shares of issuer issued issuer which may be issued during the pursuant month pursuant thereto as at Currency of Nominal value at Exercised Nominal value thereto close of the Description of warrants nominal close of during the at close of the month (Date of expiry - dd/mm/yyyy) value preceding month month 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 / / Stock code (if listed) 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 B. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

Convertibles (i.e. Convertible i	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 thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	outstanding	month	month	month		
1. IVA						
Stock code (if listed)			_	-		_
Class of shares						
issuable (Note 1)						
Subscription price		,				
(if applicable)						
(dd/mm/yyyy))	(/ /)					
2. N/A						
-						
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>					
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)						
<u> </u>	(/ /)					
4. N/A						
	<u></u>					
Stock code (if listed)	 , _ ,					
Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
		,		nary shares) N/A		_
				ence shares) $\frac{N/A}{N/A}$		-
			((Other class) $\overline{N/A}$	1	-

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

Type of Issue				during the month pursuant thereto	may be issued pursuant thereto as at close of the month
	Class of shares issuable	<u>N/</u>	<u>4</u>		
	(Note 1) ate Issue and allotment	(/ /)		
cu	rrency date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)		
				· ·	
	Class of shares issuable (Note 1)	<u>N/</u>	<u>4</u>		
	ate Issue and allotment date : (dd/mm/yyyy)	(/ /)		
	EGM approval date: (dd/mm/yyyy)	(/ /)		
	Class of shares issuable (Note 1)	<u>N/</u>	<u>4</u>		
Placing At price : St cu	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
	EGM approval date: (dd/mm/yyyy)	(/ /)		
					-
	Class of shares issuable (Note 1)	<u>N/</u>	<u>4</u>		
Bonus issue	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
	EGM approval date: (dd/mm/yyyy)	(/ /)		

For Main Board and GEM listed issuers

	Type of Issue		·	or want	3041	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 (<i>Note 1</i>)	<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)	N/A			
8.	Consideration issue	At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

		For Main E	Board	and GEM lis	
			j	No. of new shares of issuer issued during the month	may be issued
				pursuant thereto	pursuant thereto as at
				thereto	close of the
	Type of Issue				month
		Class of shares issuable 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			
1.0		(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 sl	horos) N/A	
		Total E. (Ordinary sl (Preference sl (Other	hares	N/A	- - -
То	otal increase / (decrease) in ordinary shares during the	e month (i.e. Total of A to E):	(1)	-
			(2	2)	N/A
To	otal increase / (decrease) in preference shares during	the month (i.e. Total of A to E):			N/A
To	otal increase / (decrease) in other classes of shares du	uring the month (i.e. Total of A to E):]	N/A
(T	These figures should be the same as the relevant figur	res under II above ("Movements in Is.	sued	Share Capital	l").)

Remarks (if any):
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.