

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	oldings Limited		
I. Movements in Authorised Sha	are Capita	al		
1. Ordinary Shares	Descript	····		
(1) Stock code : <u>303</u>	Descript	uon :		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mo	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	Descript	tion:		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mo	onth			
Increase/(decrease)	-			
Balance at close of the month	-			

31/05/2013

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	250,506,133	N/A	N/A	N/A
Increase/ (decrease) during the month	78,000	N/A	N/A	N/A
Balance at close of the month	250,584,133	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Share Options (under	Share Option	Schemes of the Is	ssuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant
approval date		Movement durin	g the month		thereto	thereto as at close of
(dd/mm/yyyy) and		1110 (011101111 0011111	g		_	the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. 2001 Scheme						
Exercise Price:		70,000			79,000	649,000
HK\$85.35	-	78,000	-	-	78,000	648,000
(10/08/2001)						
Ordinary shares						
(Note 1)						
(Note 1)						
2. N/A						
2. IV/A						
_ ( / / )						
shares	_					
(Note 1)						
3. N/A						
( / / )						
shares						
(Note 1)	_		_			_
(Ivote 1)		Tot	al A. (Ordir	ary charec)	78,000	
		100	·	ence shares)		
			·	Other class)		
m . 1.6 1				Juici Class)	1V/A	
Total funds raised dur		n from exercise of	H	K\$6,657,300	)	
options (State currence	cy)					

Warrants to Issue Shares of the Is	suer which are to be Listed					
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal vanominal close of value preceding is	of du	xercised ring the nonth	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>					
	<del></del>					<del>.</del>
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable)						
(If applicable) (dd/mm/yyyy) 2. N/A	( / / )					
2. IV/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	-					
	-					
	<del></del>			· <del></del>		<u> </u>
( / / ) Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
4. N/A	( / / )	<u></u>				
	-					
	<u> </u>					
( / / )						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / / )					
		Total B.	(Ordi	nary shares) N/A		
				ence shares) N/A		-
				Other class) N/A		-
			,	· <del></del>		-

Convertibles (i.e. Convertible in	nto Shares of the I	ssuer which are to	be Listed)			
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						
	_ _ 					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy))	( / / )					
	( / / )	<del></del>				
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>					
	<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>					
	<u></u>					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )					
			Total C. (Ordin	nary shares) N/A	A	
				ence shares) $\frac{\overline{N/A}}{N/A}$		_
				Other class) $\overline{N/A}$		_
			`	· ——		-

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

Class of shares issuable   N/A   (Note 1)		Type of Issue	n 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
1. Rights issue		Type of issue		Class of shares issuable	N/A			
At price : currency   date : (dd/mm/yyyy)								
Class of shares issuable (Note 1)  2. Open offer At price: State	1.	Rights issue			( / /	)		
Class of shares issuable   N/A					( / /	)		
Class of shares issuable   N/A								
Class of shares issuable					<u>N/A</u>			
Class of shares issuable   N/A   (Note 1)	2.	Open offer			( / /	)		
3. Placing  At price: State currency  Issue and allotment ( / / )  EGM approval date: (dd/mm/yyyy)  Class of shares issuable ( / / )  4. Bonus issue  Class of shares issuable ( / / )  Issue and allotment ( / / )  Issue and allotment ( / / )  EGM approval date: (dd/mm/yyyy)					( / /	)		
3. Placing  At price: State currency  Issue and allotment ( / / )  EGM approval date: (dd/mm/yyyy)  Class of shares issuable ( / / )  4. Bonus issue  Class of shares issuable ( / / )  Issue and allotment ( / / )  Issue and allotment ( / / )  EGM approval date: (dd/mm/yyyy)								
Class of shares issuable   N/A   (Note 1)					<u>N/A</u>			
Class of shares issuable N/A  (Note 1)  4. Bonus issue  Issue and allotment ( / / ) date: (dd/mm/yyyy)  EGM approval date: ( / / )	3.	Placing	At price : State currency		( / /	)		
4. Bonus issue  Issue and allotment ( / / ) date : (dd/mm/yyyy)  EGM approval date:				EGM approval date: (dd/mm/yyyy)	( / /	)		
(Note 1)  4. Bonus issue  Issue and allotment ( / / ) date: (dd/mm/yyyy)  EGM approval date: ( / / )								
date: (dd/mm/yyyy)  EGM approval date: ( / / / )					<u>N/A</u>			
Bow approvar date.	4.	Bonus issue			( / /	)		
(dd/mm/yyyy)				EGM approval date: (dd/mm/yyyy)	( / /	)		

For Main Board and GEM listed issuers

	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)	N/A			
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 listed issuers

No. of new No. of new

(2)

N/A

N/A

N/A

	Type of Issue				shares of issuer issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable (Note 1)	e <u>N/A</u>		
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )		
			Class of shares issuable (Note 1)	e <u>N/A</u>		
10.	Other (Please specify)	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )		
				Ordinary shar Preference shar Other cla	es) N/A	- - -
To	otal increase / (decre	ease) in ordinary shares during the	he month (i.e. Total of A to	E):	(1) 78	8,000

Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):

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

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.