

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	D :			
(1) Stock code : <u>303</u>	Descript	iion :		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding me	onth _	400,000,000	<u>US\$0.05</u>	US\$20,000,000.00
Increase/(decrease)	-	-		
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	-			

30/11/2015

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	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	251,182,133	N/A	N/A	N/A
Increase/ (decrease) during the month		N/A	N/A	N/A
Balance at close of the month	251,182,133	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				No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant	
		Movement duri	ng the month		thereto	thereto as at close o
(dd/mm/yyyy) and - class of shares					the month	
issuable	Granted	Exercised	Cancelled	Lapsed		
1. N/A	Grantea	Excressed	Cancenea	Бироса		
(<i>Note 1</i>)						
,						
2. N/A						
(/ /)						
shares						
(Note 1)						
3. N/A						
3.17/1						
(/ /)						
(Note 1)						
(Note 1)		Та	otal A. (Ordin	nary shares)	N/A	
		10		ence shares)		
			•	Other class)		
Total funds raised dur	ring the month	n from exercise o		_		
options (State current	ey)			-		

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>					
	-					
				<u> </u>		
C41						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
		Tota	1 D (Ordi	nary shares) N/A		
		101a		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>					
	<u> </u>					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
(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						
G. 1 (CI) (1)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
(dd/111111/yyyy)	(' ')		Total C. (Ordin	nary shares) N/A	Λ	
			(Prefere	ence shares) N/A	Λ	<u>.</u>
			(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. <u>N/A</u>		
shares (Note 1)		<u> </u>
2. <u>N/A</u>		
	1	
	-	
shares (Note 1)	-	
		· -
3. N/A		
	1	
	-	
shares (Note 1)	1	
Total D. (Ordinary shares)	N/A	
(Preference shares)	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
			Class of shares issuable	<u>N/A</u>			
1.	Rights issue	At price : State currency	(Note 1) Issue and allotment	(/ /)		
	·	Currency	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)	N/A			
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

For Main Board and GEM listed issuers

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	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)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /			
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares redeemed (Note 1)	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 listed issuers

	Type of Issue		j	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 N/A (<i>Note 1</i>)			
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 currency	Issue and allotment (/ / date : (dd/mm/yyyy))		
		EGM approval date: (/ / (dd/mm/yyyy))		
		Total E. (Ordinary sh (Preference sh (Other o	nares	N/A	- - -
To	otal increase / (decrease) in ordinary shares during t	the month (i.e. Total of A to E):	(1)]	N/A
			(2		N/A
To	otal increase / (decrease) in preference shares during	g the month (i.e. Total of A to E):]	N/A
To	otal increase / (decrease) in other classes of shares of]	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: <u>CHANG Yu Wai</u> Title: <u>Company Secretary</u>						
(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.