

Monthly Return of Equity Issuer on Movements in Securities

For the month ended	l (dd/mm/yyyy) :
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30/11/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	
Date Submitted	

VTech Holdings Limited 04/12/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>303</u> Descrip	otion :		
	No. of ordinary shares	Par value (State currency)	capital
Balance at close of preceding month	400,000,000	<u>US\$0.05</u>	US\$20,000,000.00
Increase/(decrease)	-		
Balance at close of the month	400,000,000	<u>US\$0.05</u>	US\$20,000,000.00
(2) Stock code : <u>N/A</u> Descrip	otion :		
	No. of ordinary shares		Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code :	N/A	_Descript	ion :		
			No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of	f precedin	g month		. <u> </u>	
Increase/(decrease	e)	_		-	
Balance at close of	f the mont	th _			

3. Other Classes of Shares

Stock code : <u>N/A</u> Descrip	tion :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
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 preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	251,372,133	N/A	N/A	N/A		
Increase/ (decrease) during the month		N/A	N/A	N/A		
Balance at close of the month	251,372,133	<u>N/A</u>	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
including EGM	,	Movement duri	na tha month			of issuer which
approval date	I	Movement duri	ng me monun		-No. of new shares of	
(dd/mm/yyyy) and					issuer issued during	,
class of shares					the month pursuant	at close of the
issuable	Granted	Exercised	Cancelled	Lapsed	thereto	month
1. N/A						
(/ /)						
shares						
(Note 1)						
2. N/A						
(/ /)						
shares						
(Note 1)						
3. N/A						
(/ /)						
shares						
(Note 1)						
. ,		Tota	al A. (Ordina	ry shares)	N/A	
				ce shares)		
			•	ther class)		
Total funds raised o	Jurina the mo	onth from exerc		,		
of options (State cu				-		
	5,					

Warrants to Issue Shares of the	Issuer which	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
<u> </u>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date						
(if applicable)						
	(/ /)				
<u>2. N/A</u>						
Stock code (if listed)						
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 (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy))				
4. N/A)				
(/ /)						
Stock code (if listed) Class of shares						
incurable (Nate 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	()				
		/				
		Total E		ary shares) <u>N/A</u>		_
				ce shares) <u>N/A</u>		-
			(U	other class) <u>N/A</u>		-

Convertibles (i.e. Convertible into Shares of the Issuer 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)) 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	(//) 						
	—						
Subscription price EGM approval date (if applicable)	(/ /)						
	_						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)							
			Total C. (Ordina	ry shares) <u>N/A</u> ce shares) N/A		-	
				ther class) N/A		-	
			(0			-	

Any Opti	other Agreements or Arrangements to Issue Shares of the Issue ons (other than under Share Option Schemes)	er which are to be Liste	ed, including
Ful	ll particulars including EGM approval date (dd/mm/yyyy), pplicable, 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.	Ν/Α		
	(/ /) shares (Note 1)	•	
Ζ.	N/A		
	shares (Note 1)		
3.	N/A		
	shares (Note 1)		·
	Total D. (Ordinary shares)	N/A	
	(Preference shares) (Other class)	N/A N/A	

	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
1.	Rights issue	At price :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)	<u>N/A</u> (/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (<i>Note 1</i>)	<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 <i>(Note 1)</i>	<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)	(/ /)		

Other Movements in Issued Share 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>	<u>•</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>	<u>.</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>	<u>.</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>	<u>.</u>		
8.	Consideration issue	At price : State currency ———	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 <u>N/A</u> issuable <i>(Note 1)</i>		
9.	Capital reorganisation	Issue and allotment (/ /) date:(dd/mm/yyyy)		
		EGM approval date: (/ /) (dd/mm/yyyy)		
		Class of shares <u>N/A</u> issuable <i>(Note 1)</i>		
10.	Other (Please specify) At price : State currency	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				-

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 Issued Share Capital").)				

Submitted by: CHANG Yu Wai

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.