

Monthly Return of Equity Issuer on Movements in Securities

For the month ended	
(dd/mm/yyyy) :	

30/11/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer
Date Submitted

VTech Holdings Limited
02/12/2020

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)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	400,000,000	US\$0.05	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 : <u>N/A</u> Descrip	otion :		
(2) Stock code : <u>N/A</u> Descrip	otion : No. of ordinary shares	Par value (State currency)	capital
(2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month	No. of ordinary shares	(State currency)	capital (State currency)
	No. of ordinary shares	(State currency)	capital (State currency)

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	precedin	g month			
Increase/(decrease	e)	_		-	
Balance at close of	the mont	th _			

3. Other Classes of Shares

Stock code :	N/A	Descript	tion :		
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close o	f precedir	ng month			
Increase/(decrease	e)	-			
Balance at close o	f the mon	th		. <u> </u>	

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 ordinary shares		No of preference	
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	252,129,133	N/A	N/A	<u> </u>
Increase/ (decrease) during the month	-	N/A	N/A	N/A
Balance at close of the month	252,129,133	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (und	ler Share Opt	ion Schemes o	of the Issuer)			
Particulars of						
share option scheme						
including EGM		1				No. of new shares of
approval date	N	Novement duri	ng the month		-No. of new shares of	issuer which may be
(dd/mm/yyyy) and					issuer issued during	issued pursuant
class of shares					the month pursuant	thereto as at close of
issuable	Granted	Exercised	Cancelled	Lapsed	thereto	the month
<u>1. N/A</u>						
(/ /)						
shares						
(Note 1)						
2. N/A						
<u>Z. IN/A</u>						
shares						
(Note 1)	<u></u>					
3. N/A						
0. 10/1						
shares						
(Note 1)						
		Tota	IA. (Ordina	ry shares)	N/A	
				ce shares)		
			(Ot	her class)	N/A	
Total funds raised o	luring the mor	nth from exerci	se			
of options (State cu	rrency)			-		

Warrants to Issue Shares of the	lssuer which	are to 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
<u>1. N/A</u>						
Class of shares						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
<u>2. N/A</u>						
(/ /)						
Class of shares issuable <i>(Note 1)</i> Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	(/ /)				
(/ /) Stock code (if listed) Class of shares						
Subscription price EGM approval date (if applicable)						
	(/ /)				
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		ary shares) <u>N/A</u> ice shares) N/A		-
				other class) <u>N/A</u>		-

Convertibles (i.e. Convertible	into Shares of th	e Issuer which	n 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						
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)	(/ /)					
<u>3. N/A</u>						
Stock code (if listed) Class of shares issuable (Note 1) 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)	(/ /)			ary shares) <u>N/A</u> ce shares) <u>N/A</u> ther class) <u>N/A</u>		-

Options (other than under Share Option Schemes)		eu, moluuling
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>	-	
	-	
2. N/A		
shares (Note 1)	-	
3. <u>N/A</u>	-	
	-	
shares (Note 1)		·
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed including

Other Movements in Issued S	hare Capital
-----------------------------	--------------

	ner Movements							No. of new
	Type of Issue						No. of new 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)	<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>	<u>.</u>		
2.	Open offer	At price :	State	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)	<u>N/A</u>	<u>.</u>		
3.	Placing	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)	<u>N/A</u>	<u>.</u>		
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		

Class of shares N/A issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) class of shares N/A subtle (Note 1) EGM approval date: class of shares N/A issuable (Note 1) EGM approval date: <th></th> <th>Type of Issue</th> <th></th> <th></th> <th></th> <th>No. of new shares of issuer issued during the month pursuant thereto</th> <th>No. of new shares of issuer which may be issued pursuant thereto as at close of the month</th>		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
5. Scrip dividend At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (d/mm/yyyy) Class of shares repurchased (Note 1) MA 6. Repurchase of shares Class of shares (dd/mm/yyyy) MA 6. Repurchase of shares Class of shares (dd/mm/yyyy) MA 7. Redemption of shares Class of shares redeemed (Note 1) MA 7. Redemption of shares Class of shares (/ /) MA 7. Redemption of shares Class of shares redeemed (Note 1) MA 7. Redemption of shares Class of shares redeemed (Note 1) MA 8. Consideration issue State currency Class of shares issuable (Note 1) MA 8. Consideration At price : State currency Issue and allotment date : (dd/mm/yyy) (/ /) EGM approval date: (/ /) Issue and allotment date : (dd/mm/yyy) (/ /)				<u>N/A</u>			
EGM approval date: (/ /) G. Repurchase of shares Class of shares repurchased (Note 1) G. Repurchase of shares Cancellation date : (/ /) G. Repurchase of shares Cancellation date : (/ /) G. Repurchase of shares Cancellation date : (/ /) G. Repurchase of shares Cancellation date : (/ /) G. Repurchase of shares Class of shares N/A G. Redemption of shares Redemption date : (/ /) Redemption of shares Redemption date : (/ /) G. Redemption date : (/ /) (d/mm/yyyy) EGM approval date: (/ /) (d/mm/yyyy) B. Consideration At price : State currency Issue and allotment (/ /) Issue and allotment (/ /) EGM approval date: (/ /) EGM approval date: (/ /) (/ /)	5.	Scrip dividend At price :	Issue and allotment	(/ /)		
6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) 7. Redemption of shares N/A 7. Redemption of shares N/A 8. Consideration at price : State currency 8. Consideration issue State currency 8. Consideration at price : State currency EGM approval date: (/ /)			EGM approval date:	(/ /)		
6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) 7. Redemption of shares N/A 7. Redemption of shares N/A 8. Consideration At price : State currency Issue Class of shares (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (
shares Odd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) (/ /) Class of shares N/A redeemed (Note 1) Redemption date : Redemption date : (/ /) (dd/mm/yyyy) EGM approval date:				<u>N/A</u>			
Class of shares N/A Class of shares N/A Redemption of shares Redemption date : (dd/mm/yyyy) EGM approval date: EGM approval date: (/ /) B. Consideration issue State currency Issue and allotment issue (/ /) EGM approval date: (/ /)	6.			(/ /)		
7. Redemption of shares Redemption date : (/ /) 7. Redemption of shares Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) 8. Consideration issue State currency Issue and allotment (/ /) 8. Consideration issue State currency Issue and allotment (/ /) EGM approval date: (/ /) Issue and allotment (/ /)			EGM approval date: (dd/mm/yyyy)	(/ /)		
7. Redemption of shares Redemption date : (/ /) 7. Redemption of shares Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) 8. Consideration issue State currency Issue and allotment (/ /) 8. Consideration issue State currency Issue and allotment (/ /) EGM approval date: (/ /) Issue and allotment (/ /)							
shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) (/ /) Class of shares N/A issuable (Note 1) Issue and allotment 8. Consideration issue State currency — Issue and allotment Issue and allotment (/ /) EGM approval date: (/ /)				<u>N/A</u>			
Class of shares N/A Class of shares N/A 8. Consideration issue State currency Issue and allotment (///) (///) Bate : (dd/mm/yyyy) EGM approval date:	7.		Redemption date : (dd/mm/yyyy)	(/ /)		
8. Consideration issue State currency Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)			EGM approval date: (dd/mm/yyyy)	(/ /)		
8. Consideration issue State currency Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)							
EGM approval date: (/ /)				<u>N/A</u>			
	8.	Consideration At price :		(/ /)		
			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
9.	Capital reorganisation			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)	(//)		
10.	Other (Please specify)	At price :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)	<u>N/A</u> (/ /)		
				AGM approval date: (dd/mm/yyyy) Total E. (P	(/ /) (Ordinary shar reference shar (Other cla	es) 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 Iss	sued Sh	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);
(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.

Remarks (if any):

Submitted by: CHANG Yu Wai

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. 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.