

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mn	n/yyyy) :	31/10/2014		
To: Hong Kong Exchanges an	d Clearing	Limited		
Name of Issuer	VTech He	oldings Limited		
Date Submitted	04/11/201	14		
I. Movements in Authorised Sl	nare Capita	nl		
1. Ordinary Shares				1
(1) Stock code : <u>303</u>	Descript	tion :		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding r	nonth _	400,000,000	US\$0.05	US\$20,000,000.00
Increase/(decrease)				
Balance at close of the month	400,000,000	<u>US\$0.05</u>	<u>US\$20,000,000.00</u>	
(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 r	nonth _			
Increase/(decrease)	-			
Balance at close of the month	-			

No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
	-	
on:		
No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
	-	
	No. of other	No. of other classes of shares Par value (State currency)

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)

Share Options (under	Share Option	Schemes of the	Issuer)			
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 duri	ng the month		thereto	thereto as at close of
(dd/mm/yyyy) and -					_	the month
class of shares			~			
issuable	Granted	Exercised	Cancelled	Lapsed		
1. N/A						
(<i>Note 1</i>)						
(Ivoic I)						
2. N/A						
2. IV/A						
(/ /)						
shares						
(Note 1)						
3. N/A						
(/ /)						
shares						
(Note 1)			. 1		27/4	
		Тс	otal A. (Ordin			
			•	nce shares)		
			(0	Other class)	N/A	
Total funds raised dur		from exercise of	of	_		
options (State current	ey)					
			. <u></u>			

Warrants to Issue Shares of the Issue Shares o		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)				
(/ /)						_
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	<u>-</u>					
						- 1
Class of shares issuable (<i>Note 1</i>) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
		Total	(Prefere	nary shares) N/A ence shares) N/A Other class) N/A	<u>.</u>	- - -

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	outstanding	monum		monu		
	_ _ _					
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						
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
3. N/A	(/ /)					
5. 1\/A	_					
						
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>					
G. 1 (CP - 1)						-
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		
				iai v siiai cs i i v/r		
				ence shares) 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)		
2. N/A		
2. 1011		
(/ /)		
shares (Note 1)		
3. <u>N/A</u>		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares) (Other class)	N/A N/A	•
(Outer class)	11/11	

Other Movements in Issued Share Capital No. of new No. of new shares of shares of issuer issued issuer which may be during the month issued pursuant pursuant thereto thereto as at close of the month Type of Issue N/A Class of shares issuable (*Note 1*) (/ /) At price : State currency Issue and allotment 1. Rights issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/A Class of shares issuable (*Note 1*) At price : State currency (/ /) Issue and allotment 2. Open offer date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/A Class of shares issuable (*Note 1*) (/ /) At price : State currency Issue and allotment 3. Placing date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/A Class of shares issuable (*Note 1*) (/ /) Issue and allotment 4. Bonus issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)

For Main Board and GEM listed issuers No. of new No. of new shares of shares of issuer issued issuer which may be during the issued month pursuant pursuant thereto thereto as at close of the month Type of Issue N/A Class of shares issuable (*Note 1*) (/ /) At price : State currency -Issue and allotment Scrip dividend date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/A Class of shares repurchased (Note 1) (/ / Repurchase of Cancellation date: shares (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/A Class of shares redeemed (Note 1) (/ / 7. Redemption of) Redemption date: shares (dd/mm/yyyy) (/ /) EGM approval date:

		(dd/mm/yyyy)					
		Class of shares issuable (Note 1)	N	<u>I/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 No. of new No. of new shares of shares of issuer which issuer issued during the may be issued month pursuant pursuant thereto thereto as at close of the month Type of Issue N/A Class of shares issuable (*Note 1*) (/ /) 9. Capital Issue and allotment reorganisation date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/AClass of shares issuable (*Note 1*) At price : State 10. Other (/ / Issue and allotment (Please specify) currency date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (Ordinary shares) Total E. 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

N/A

N/A

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.