

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/	31/10/2016			
To : Hong Kong Exchanges	aring Limited			
Name of Issuer Date Submitted	VTech F	Holdings Limited		
I. Movements in Authorised	Share Ca	apital		
1. Ordinary Shares				,
(1) Stock code : <u>303</u>	Descri	otion :		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding	ng month	400,000,000	US\$0.05	US\$20,000,000.00
Increase/(decrease)				
Balance at close of the mor	nth	400,000,000	US\$0.05	<u>US\$20,000,000.00</u>
(2) Stock code : N/A	Descri	otion :		_
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding	ng month			
Increase/(decrease)				
Balance at close of the mor	nth			

2. Preference Shares			
Stock code : N/A Descrip	tion :		
	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			
3. Other Classes of Shares			
Stock code : N/A Descrip	tion :		
	No. of other classes of shares	(State	capital
Balance at close of preceding month_			
Increase/(decrease)		_	
Balance at close of the month		_	
Total authorised share capital at the encurrency):	nd of the month		0,000,000.00

## II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	e No. of other
	(1)	(2)	shares	classes 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 No. of new shares including EGM of issuer which Movement during the month approval date may be issued No. of new shares of (dd/mm/yyyy) and issuer issued during pursuant thereto as 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) Total A. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency)

Warrants to Issue Shares of the	: Issuer which	are to be Listed				No. of new
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	shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
						<del>-</del>
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / /	)				
2. N/A						
		<del></del> .				
( / / )						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	1				
3. N/A	( / /					
<u>5.1471</u>						
( / / )						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	, , ,					
	( / /	)				
4. N/A						
( / / )						<u> </u>
Stock code (if listed)						
Class of shares						
Subscription price EGM approval date						
(if applicable)						
	( / /	)				
		T. ( - 1.5	م دانده ۱			
		Total B		ary shares) <u>N/A</u> ice shares) N/A		-
				other class) N/A		-
			()	11101 01033) 11/A		=

Convertibles (i.e. Convertible	e into Shares of th	ne issuer whi	ch 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						
	<u> </u>					
	<u></u>					
Ctook and (if linted)						
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>					
	<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>					
	_					
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
(uu/iiiii/yyyy)	( / / )		Total C. (Ordina	ary shares) N/A	1	
			(Preferen	ce shares) N/A	١	- -
			(0	ther class) N/A	١	_

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:  1. N/A	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
( / / ) shares (Note 1)		
2. N/A (//) shares (Note 1)		
3. N/A		
shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

	her Movements  Type of Issue	iii issueu Siia	не Сарка			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
	71			Class of shares issuable (Note 1)	<u>N/A</u>		
1.	Rights issue	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	( / /	)	
					( / /	)	
				Class of shares	<u>N/A</u>		
2.	Open offer	At price :	State currency	Issue and allotment	( / /	)	
			currency	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)	( / /	)	

	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)	N/A			
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>			
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)	N/A			
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
9.	Capital reorganisation			Class of shares N/A issuable (Note 1)  Issue and allotment ( / / ) date: (dd/mm/yyyy)  EGM approval date: ( / / )		
10.	Other (Please specify)	At price :	State	Class of shares N/A issuable (Note 1)  Issue and allotment date: (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)		
				Total E. (Ordinary shares (Preference shares (Other class	s) 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 I	Ξ):	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 I	n Issued	Share Capital").)

Remarks (if any):				
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.