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**RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
CHANGE OF THE CHAIRMAN OF THE AUDIT COMMITTEE**

**Retirement of Independent Non-executive Director**

The board of directors (the “Board”) of VTech Holdings Limited (the “Company”) hereby announces that Mr. Denis Morgie HO Pak Cho (“Mr. HO”) has retired as an Independent Non-executive Director of the Company with effect from the conclusion of the annual general meeting of the Company held on 12 July 2013 (“2013 AGM”) due to his decision to retire. Upon his retirement as an Independent Non-executive Director, he has also ceased to be the chairman of the Audit Committee, and a member of the Nomination Committee and the Remuneration Committee of the Company on the same date.

Mr. HO has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. HO for his valuable contributions to the Company during the tenure of his office.

**Change of the Chairman of the Audit Committee**

The Board is pleased to announce that Mr. WONG Kai Man, an Independent Non-executive Director of the Company has been appointed as the chairman of the Audit Committee of the Company with effect from the conclusion of the 2013 AGM in place of Mr. HO.

By Order of the Board  
**VTech Holdings Limited**  
**CHANG Yu Wai**  
*Company Secretary*

Hong Kong, 12 July 2013

*Following the above-mentioned retirement, the Executive Directors of the Company are Dr. Allan WONG Chi Yun (Chairman and Group Chief Executive Officer), Dr. PANG King Fai and Mr. Andy LEUNG Hon Kwong. The Independent Non-executive Directors are Dr. William FUNG Kwok Lun, Mr. Michael TIEN Puk Sun, Dr. Patrick WANG Shui Chung and Mr. WONG Kai Man.*

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