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**RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Retirement of Independent Non-executive Director

The board of directors (the “Board”) of VTech Holdings Limited (the “Company”) hereby announces that Mr. Michael TIEN Puk Sun (“Mr. TIEN”) 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 15 July 2016 (“2016 AGM”) due to his busy schedule. Upon his retirement as an Independent Non-executive Director, he has also ceased to be the chairman of the Remuneration Committee, and a member of the Audit Committee and the Nomination Committee of the Company on the same date.

Mr. TIEN 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 deep gratitude to Mr. TIEN for his valuable contributions to the Company during the tenure of his office and wish him all the best in the future.

Change of Composition of Board Committees

The Board is pleased to announce that Dr. Patrick WANG Shui Chung, an Independent Non-executive Director of the Company has been appointed as the chairman of the Remuneration Committee, and a member of the Audit Committee of the Company with effect from the conclusion of the 2016 AGM in place of Mr. TIEN following his retirement.

By Order of the Board
VTech Holdings Limited
Allan WONG Chi Yun
Chairman

Hong Kong, 15 July 2016

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, Dr. Patrick WANG Shui Chung and Mr. WONG Kai Man.

<https://www.vtech.com/en/investors/>