

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	31/01/2009	

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer
Date Submitted

VTech Holdings Limited 04/02/2009

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>303</u> Descri	ption :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	400,000,000	<u>US\$0.05</u>	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 : Descri	ption :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code :De	escription :		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mont	h		
Increase/(decrease)			
Balance at close of the month			

3. Other Classes of Shares

Stock code :Description :			
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

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 ordi	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	245,852,133			
Increase/ (decrease) during the month				
Balance at close of the month	245,852,133			

III. Details of Movements in Issued Share Capital

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 -			8		_	the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. 2001 Scheme						
Exercise Price:						80.000
HK\$11.41	-	-	-	-	-	80,000
(10/08/2001)						
Ordinary shares						
(Note 1)						
2. 2001 Scheme						
Exercise Price:						2 0 1 9 0 0 0
HK\$41.07	-	-	-	-	-	3,918,000
(10/08/2001)						
Ordinary shares						
(Note 1)						
3.						
shares						
(Note 1)					·	
(10001)		Тс	otal A. (Ordin	ary shares)	_	
		10		nce shares)	N/A	
				· · · ·		
				Other class)	IN/A	
Total funds raised dur		from exercise o	of			
options (State currenc	y)			-		

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value 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.</u>					
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable)					
(dd/mm/yyyy)2.	(/ /)				
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
3.					
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>)					
Subscription price					
(dd/mm/yyyy)	(/ /)				
(/ /)					
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)					
EGM approval date (if applicable)	(/ /)				
	Total	(Prefere	nary shares) ence shares) Other class)		

Convertibles (i.e. Convertible i	nto Shorea of the l	aguar which are to		For Main Board	ain Board and GEM listed issuers		
Convertibles (i.e. Convertible i		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.							
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date		·					
(if applicable)							
(dd/mm/yyyy))2.	(/ /)						
Stock code (if listed)							
issuable (Note 1)							
Subscription price							
EGM approval date (if applicable)							
(dd/mm/yyyy)	(/ /)						
3.							
Stock code (if listed)							
Class of shares							
issuable (<i>Note 1</i>) Subscription price							
EGM approval date							
(if applicable) (dd/mm/yyyy)	(/ /)						
(dd/mm/yyyy) 4.	(/ /)						
Stock code (if listed)							
issuable (Note 1)							
Subscription price							
(if applicable)							
(dd/mm/yyyy)	(/ /)			1 \			
		,	iotal C. (Ordii Prefere	nary shares) ence shares)		-	
			(110101	Other class)		-	
				· · · · · · · · · · · · · · · · · · ·		-	

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		
	-	
shares (Note 1)		
2.		
	-	
shares (Note 1)		
3.		
	-	
shares (Note 1)		
Total D. (Ordinary shares)	-	
(Preference shares)		
(Other class)		

	Type of Issue	ssued Share Capital				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				
		At mine State	(Note 1)	(/ /)		
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)				
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (<i>Note 1</i>)				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (<i>Note 1</i>)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (<i>Note 1</i>)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

	Type of Issue		<u>F</u>	For N	<u>1ain</u>	Boar	d and GEM lis No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
5.	Scrip dividend	At price : State currency	Class of shares issuable (<i>Note 1</i>) Issue and allotment	()	. /)		
		currency	 date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) 	()	' /)		
			Class of shares repurchased (Note 1)					
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/	' /)		
			EGM approval date: (dd/mm/yyyy)	()	' /)		
			Class of shares redeemed (<i>Note 1</i>)					
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/	' /)		
			EGM approval date: (dd/mm/yyyy)	(/	' /)	_	
			Class of shares issuable (Note 1)					
8.	Consideration issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/	' /)		
			EGM approval date: (dd/mm/yyyy)	(/	' /)		

			I	For Main Board and GEM listed issuers			
	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 (<i>Note 1</i>)				
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(//)			
			EGM approval date: (dd/mm/yyyy)	(//)			
			Class of shares issuable (<i>Note 1</i>)				
10.	Other (Please specify) At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)				
			EGM approval date: (dd/mm/yyyy)	(//)			
			Total E. (0	Ordinary chara	.c)		
	Total E. (Ordinary shares) (Preference shares)						
	(Other class)						

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	-			
	(2)	-			
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 Issued Share Capital").)					

Remarks (if any):

Submitted by: CHANG Yu Wai

 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.