

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	31/05/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	
Date Submitted	

VTech Holdings Limited	
04/06/2009	

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>303</u> Description	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 : <u>N/A</u> 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 : <u>N/A</u> Descri	iption :		
	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 : <u>N/A</u> Descrip	ption :		
	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<br/>currency) :US\$20,000,000.00

# II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	245,852,133	N/A	N/A	N/A		
Increase/ (decrease) during the month		N/A	N/A	N/A		
Balance at close of the month	245,852,133	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					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant thereto	issued pursuant thereto as at close of
approval date (dd/mm/yyyy) and -		Movement duri	ng the month			the month
class of shares						ule monul
issuable	Granted	Exercised	Cancelled	Lapsed		
1. 2001 Scheme	Grunted	Encretised	Cuncencu	Lupseu		
Exercise Price:						
HK\$11.41	-	-	-	-	-	80,000
111χψ11,+1						
(10/08/2001)						
(10/08/2001)						
Ordinary shares						
(Note 1)						
2 2001 Salara						
2. 2001 Scheme Exercise Price:						
	-	-	-	-	-	3,918,000
HK\$41.07						
(10/00/2001)						
(10/08/2001)						
Ordinary shares						
(Note 1)						
0.01/4						
3. N/A						
shares						
(Note 1)		_				
		To	otal A. (Ordin			
				nce shares)		
			(0	Other class)	N/A	
Total funds raised dur		from exercise o	f			
options (State currenc	:y)			-		

Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	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
( / / ) 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 ( <i>Note 1</i> ) 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					
Class of shares issuable ( <i>Note 1</i> )	· · · · ·				
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
	Total	(Prefere	nary shares) <u>N/A</u> ence shares) <u>N/A</u> Other class) <u>N/A</u>		

Convertibles (i.e. Convertible i	Currency of amount	Amount at close of preceding	Converted during the	Amount at close of the	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 and description	outstanding	month	month	month		
<u>1. N/A</u>						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )						
Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy))	(//) 					
Stock code (if listed)						
issuable ( <i>Note 1</i> ) Subscription price						
(if applicable) (dd/mm/yyyy) 3. N/A	( / / )					
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A	( / / )					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )		Tetel C. (O. "	<b></b>	A	
			(Prefere	nary shares) <u>N/A</u> ence shares) <u>N/A</u> Other class) N/A	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. <u>N/A</u>	-	
	-	
shares (Note 1)		
3. N/A		
	-	
Shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

	Type of Issue	Issued 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 ( <i>Note 1</i> )	<u>N/A</u>			
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable	<u>N/A</u>			
2.	Open offer	At price : State	( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable ( <i>Note 1</i> )	<u>N/A</u>			
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> )	<u>N/A</u>			
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		

	Type of Issue	<u>F</u>	For	Main I	3oa	rd and GEM lis No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
		Class of shares issuable ( <i>Note 1</i> )		<u>N/A</u>			
5.	Scrip dividend At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	(	/ /	)		
		EGM approval date: (dd/mm/yyyy)	(	/ /	)		
		Class of shares repurchased ( <i>Note 1</i> )		<u>N/A</u>			
6.	Repurchase of shares	Cancellation date : (dd/mm/yyyy)	(	/ /	)		
		EGM approval date: (dd/mm/yyyy)	(	/ /	)		
		Class of shares redeemed ( <i>Note 1</i> )		<u>N/A</u>			
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	(		)		
		EGM approval date: (dd/mm/yyyy)	(	/ /	)		
		Class of shares issuable ( <i>Note 1</i> )		<u>N/A</u>			
8.	Consideration issue At price : State	Issue and allotment date : (dd/mm/yyyy)	(		)		
		EGM approval date: (dd/mm/yyyy)	(	/ /	)		

		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 $\underline{N}$ ( <i>Note 1</i> )	[ <u>/A</u>		
9.	Capital reorganisation		Issue and allotment ( / date : (dd/mm/yyyy)	/ )		
			EGM approval date: ( / (dd/mm/yyyy)	/ )		
			Class of shares issuable $\underline{N}$ ( <i>Note 1</i> )	[/ <u>A</u>		
10.	Other (Please specify) At price : State currency	Issue and allotment ( / date : (dd/mm/yyyy)	/ )			
			EGM approval date: ( / (dd/mm/yyyy)	/ )		
			Total E. (Ordina (Preference (Ot		s) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)				
	(2)	N/A			
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.