

## **Monthly Return of Equity Issuer on Movements in Securities**

For the month ended (dd/mn	<b>1/</b> yyyy):	30/09/2009		
To: Hong Kong Exchanges and	d Clearing	Limited		
Name of Issuer	VTech H	oldings Limited		
Date Submitted	06/10/20	09		
I. Movements in Authorised Sh	nare Capita	al		
1. Ordinary Shares				
(1) Stock code : <u>303</u>	Descrip	tion :		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding r	nonth	400,000,000	US\$0.05	US\$20,000,000.00
Increase/(decrease)				
Balance at close of the month		400,000,000	<u>US\$0.05</u>	US\$20,000,000.00
(2) Stock code : N/A	Descrip	tion :		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding r	nonth			
Increase/(decrease)				
Balance at close of the month				

2. Preference Shar	es			
Stock code:	N/A	Description :		
		No. of preference shares	Par value e (State currency)	Authorised share capital (State currency)
Balance at close of	f preceding i	month		
Increase/(decrease	)		_	
Balance at close of	f the month			
3. Other Classes of	f Shares			
Stock code:	N/A	Description :		
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	f preceding 1	month		
Increase/(decrease	)		_	
Balance at close of	f the month			
Total authorised sh	nare capital a	at the end of the month (State		,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	246,850,133	N/A	N/A	N/A		
Increase/ (decrease) during the month	50,000	N/A	N/A	N/A		
Balance at close of the month	246,900,133	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 including EGM approval date (dd/mm/yyyy) and class of shares  I. 2001 Scheme Exercise Price: HK\$41.07  CI(10/08/2001) Ordinary shares (Note 1)  3. N/A  (Note 1)  Total A. (Ordinary shares) (Other class) (Other class)  No. of new shares of issuer issued during the month pursuant thereto as at close of the month pursuant thereto as at close of the month of the month pursuant thereto as at close of the month of	Share Options (under	Share Option	Schemes of the Is	ssuer)			
including EGM approval date (dd/mm/yyyy) and class of shares issuable	Particulars of share					No. of new shares of	No. of new shares of
Approval date (dd/mn/yyyy) and class of shares issuable							
Column/yyyy) and   Class of shares   Standard   Exercised   Cancelled   Lapsed	including EGM					the month pursuant	issued pursuant
Content   Cont			Movement durin	g the month		thereto	thereto as at close of
Sample   Granted   Exercised   Cancelled   Lapsed				B 1111 1111		_	the month
1. 2001 Scheme   Exercise Price:	class of shares						
Exercise Price:	issuable	Granted	Exercised	Cancelled	Lapsed		
HK\$41.07	1. 2001 Scheme						
HK\$41.07	Exercise Price:		<b>7</b> 0.000			<b>5</b> 0.000	2.050.000
(10/08/2001)   Ordinary shares   (Note 1)		-	50,000	-	-	50,000	2,950,000
Ordinary shares (Note 1)  2. N/A  shares (Note 1)  3. N/A  (/ / ) shares (Note 1)  Total A. (Ordinary shares) (Preference shares) (Other class) N/A (Other class)  Total funds raised during the month from exercise of							
Ordinary shares (Note 1)  2. N/A  shares (Note 1)  3. N/A  (/ / ) shares (Note 1)  Total A. (Ordinary shares) (Preference shares) (Other class) N/A (Other class)  Total funds raised during the month from exercise of							
Ordinary shares (Note 1)  2. N/A  shares (Note 1)  3. N/A  (/ / ) shares (Note 1)  Total A. (Ordinary shares) (Preference shares) (Other class) N/A (Other class)  Total funds raised during the month from exercise of	(10/00/2001)						
Note 1   2. N/A							
2. N/A							
shares (Note 1)  3. N/A  (/ / ) shares (Note 1)  Total A. (Ordinary shares) (Preference shares) (Other class) N/A  Total funds raised during the month from exercise of	(Note 1)						
shares (Note 1)  3. N/A  (/ / ) shares (Note 1)  Total A. (Ordinary shares) (Preference shares) (Other class) N/A  Total funds raised during the month from exercise of	2 N/A						
Content   Cont	2.1V/A						
Content   Cont							
Content   Cont							
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Content   Cont							
3. N/A  (/ / / ) shares (Note 1)  Total A. (Ordinary shares) (Preference shares) (Other class)  Total funds raised during the month from exercise of	shares						
3. N/A  (/ / / ) shares (Note 1)  Total A. (Ordinary shares) (Preference shares) (Other class)  Total funds raised during the month from exercise of	( <i>Note 1</i> )						
Total A. (Ordinary shares)  (Note 1)  Total A. (Ordinary shares)  (Preference shares)  (Other class)  N/A  N/A  Total funds raised during the month from exercise of	, ,						
Total A. (Ordinary shares)  (Note 1)  Total A. (Ordinary shares)  (Preference shares)  (Other class)  N/A  N/A  Total funds raised during the month from exercise of	3. N/A						
Shares  (Note 1)  Total A. (Ordinary shares) 50,000  (Preference shares) N/A  (Other class) N/A  Total funds raised during the month from exercise of							
Shares  (Note 1)  Total A. (Ordinary shares) 50,000  (Preference shares) N/A  (Other class) N/A  Total funds raised during the month from exercise of							
Shares  (Note 1)  Total A. (Ordinary shares) 50,000  (Preference shares) N/A  (Other class) N/A  Total funds raised during the month from exercise of							
Shares  (Note 1)  Total A. (Ordinary shares) 50,000  (Preference shares) N/A  (Other class) N/A  Total funds raised during the month from exercise of							
(Preference shares) N/A (Other class) N/A  Total funds raised during the month from exercise of	(Note 1)						
(Other class) N/A  Total funds raised during the month from exercise of			Total	al A. (Ordir	nary shares)	50,000	
Total funds raised during the month from exercise of				(Prefere	nce shares)	N/A	
Total funds raised during the month from exercise of				*	,		
	Total funds raised duri	ing the month	from exercise of	`	,		
			nom exercise of	н	K\$2.053.500		
	opasis (state carrolle)	<i>J /</i>			2,000,000		

Warrants to Issue Shares of the Issuer which are to be Listed No. of new No. of new shares of shares of issuer issued issuer which may be issued during the pursuant month pursuant thereto as at Currency of Nominal value at Exercised Nominal value thereto close of the Description of warrants nominal close of during the at close of the month (Date of expiry - dd/mm/yyyy) value preceding month month 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 Stock code (if listed) Class of shares issuable (Note 1) 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 / / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) Total B. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

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		
1. N/A						
	<u> </u>					
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>					
Stock code (if listed)	<u> </u>					
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / / )					
3. N/A						
	<u> </u>					
-						
G. 1. (1011 - 1)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
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		<del></del>				
(if applicable)						
(dd/mm/yyyy)	( / / )		Fotal C (Ordin	nary shares) N/A	1	
				ence shares) $N/A$		-
				Other class) N/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. N/A		
	-	
shares (Note 1)	-	
3. <u>N/A</u>		
	-	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	•
(Other class)	N/A	•
		-

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

For Main Board and GEM listed issuers

			1	roi Maili I	ooai	and GEM IIS	sted 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
	71						
			Class of shares issuable (Note 1)	<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 (Note 1)	N/A			
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares redeemed (Note 1)	<u>N/A</u>			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable (Note 1)	<u>N/A</u>			
8.	Consideration issue	At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						-	

For Main Board and GEM listed issuers

No. of new No. of new

(2)

N/A

N/A

N/A

	Type of Issue				i	shares of issuer issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuab	le <u>N/A</u>			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuab	le <u>N/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.	(Ordinary s Preference s (Other	hares	N/A	· ·
То	otal increase / (decre	ease) in ordinary shares during th	ne month (i.e. Total of A to	o E):	(1	) 50	0,000

Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):
Submitted by: <u>CHANG Yu Wai</u>
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.