

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mn	1/yyyy) :	31/03/2011		
To: Hong Kong Exchanges an	d Clearing	Limited		
Name of Issuer	VTech H	oldings Limited		
Date Submitted	04/04/20	11		
I. Movements in Authorised Sl	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 ordin	No. of ordinary shares No of p		No. of other classes	
	(1)	(2)	shares	of shares	
Balance at close of preceding month	248,296,133	N/A	N/A	N/A	
Increase/ (decrease) during the month		N/A	N/A	N/A	
Balance at close of the month	248,296,133	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	onare option	Selicines of the	133461)		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					thereto	thereto as at close of
(dd/mm/yyyy) and —		Wiovement duri	ing the month	_	the month	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. 2001 Scheme						
Exercise Price:						1 554 000
HK\$41.07	-	-	-	-	-	1,554,000
(10/08/2001)						
Ordinary shares						
(Note 1)						
(Ivole 1)						
2. 2001 Scheme						
Exercise Price:						
	-	-	-	-	-	1,382,000
HK\$85.35						
(10/08/2001)						
Ordinary shares						
(<i>Note 1</i>)						
3. N/A						
(/ /)						
shares						
						-
(Note 1)		T		1		
		10	otal A. (Ordin			
			•	nce shares)		
			•	Other class)	N/A	
Total funds raised dur		n from exercise o	of	_		
options (State currenc	y)					

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						
(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 lis	sted issuers
	Type of Issue				i	No. of new shares of ssuer 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 issuab (Note 1)	ole <u>N/A</u>			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						-	
			Class of shares issuab (Note 1)	ole <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	shares)	N/A	
То	otal increase / (decre	ase) in ordinary shares during	g the month (i.e. Total of A	to E):	(1))	-
					(2)		N/A
To	otal increase / (decrea	ase) in preference shares duri	ing the month (i.e. Total of	A to E):]	N/A
Т	ntal increase / (decre	ase) in other classes of shares	s during the month (i.e. Tot:	al of A to E).		,	NT / A

(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.