

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	31/12/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	VTech Holdings Limited
Date Submitted	04/01/2012

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)	. <u> </u>		
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 :	N/A	Descrip	ption :		
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of p	receding	month			
Increase/(decrease)					
Balance at close of th	ne month				

3. Other Classes of Shares

Stock code : <u>N/A</u> Descrij	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
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	249,489,133	N/A	N/A	N/A
Increase/ (decrease) during the month	-	N/A	N/A	N/A
Balance at close of the month	249,489,133	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Particulars of share option scheme including EGM				No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant	
approval date		Movement duri	ng the month		thereto	thereto as at close of
(dd/mm/yyyy) and - class of shares						the month
issuable	Granted	Exercised	Cancelled	Lapsed		
1. 2001 Scheme	Granted	Exercised	Calleened	Lapsed		
Exercise Price:						
HK\$41.07	-	-	-	-	-	361,000
ΠΚφ41.07						
(10/08/2001)						
Ordinary shares						
(Note 1)						
2. 2001 Scheme						
Exercise Price:						
HK\$85.35	-	-	-	-	-	1,382,000
ПКФ03.33						
(10/08/2001)						
Ordinary shares						
(Note 1)						
2 NI/A						
3. N/A						
(/ /)						
shares						
(Note 1)		-				
		Тс	otal A. (Ordin		-	
				nce shares)		
			-	Other class)	N/A	
Fotal funds raised dur	ing the month	from exercise o	of	_		

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. 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) 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)	(/ /)				
<u>3. 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) 4. N/A	(/ /)				
4. IN/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	nto Sharaa of the I	aquar which are to		For Main Board	and GEM liste	d issuers
Class and description		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. N/A						
Stock code (if listed)						
Class of shares						
issuable (<i>Note 1</i>)						
Subscription price						
(if applicable)						
(dd/mm/yyyy))	(/ /)					
2. N/A						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
3. N/A						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
	(/ /)					
4. N/A						
Stock code (if listed)					·	
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
				nary shares) <u>N/A</u>		_
			· ·	ence shares) $\overline{N/A}$		-
			(Other class) N/A	4	-

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),	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
if applicable, and class of shares issuable:		
1. <u>N/A</u>	-	
	-	
shares (Note 1)		
2. N/A		
	-	
shares (Note 1)		
3. N/A		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

shares of f sisce issuer issued issiduring the pursuant p thereto the clear sisce issue issue issue $f(Nore 1)$ 1. Rights issue At price : State currency 1. Sue and allotment (<i>Note 1</i>) (<i>NA</i> (<i>Note 1</i>) 2. Open offer At price : State currency 1. Base and allotment (<i>Note 1</i>) (<i>NA</i> (<i>Note 1</i>) 2. Open offer At price : State currency 3. Placing At price : State currency Issue and allotment (<i>Note 1</i>) (<i>NA</i> (<i>Note 1</i>) 3. Placing At price : State currency Issue and allotment (<i>At price : Currency</i> Issue and allotment (<i>I / I</i>) Issue and allotment (<i>At price : Currency</i> Issue and allotment (<i>I / I</i>) Glass of shares issuable (<i>Note 1</i>) Issue and allotment (<i>I / I</i>) Issue and allotment (<i>Note 1</i>) Issue and allotment (<i>I / I</i>) Issue and allotment (<i>Note 1</i>) Issue and allotment (<i>I / I</i>)	o. of new		ofnew	No						pital	ssued Share Ca	ovements in	Other
1. Rights issue At price : State currency Issue and allotment date : (d/mm/yyyy) (/ / /) EGM approval date: (/ /) EGM approval date: (/ /) 2. Open offer At price : State currency Class of shares issuable (Note 1) N/A 2. Open offer At price : State currency EGM approval date: (/ /) Issue and allotment date : (/ /) 3. Placing At price : State currency Class of shares issuable (Note 1) N/A 3. Placing At price : State currency EGM approval date: (/ /) Issue and allotment date : (/ /) Glass of shares issuable N/A N/A Issue and allotment date : (/ /) Issue and allotment date : (/ /) 3. Placing At price : State currency EGM approval date: (/ /) Issue and allotment date : (/ /) Issue and allotment date : (/ /) 4. Bonus issue Class of shares issuable (/ /) N/A Issue and allotment (/ /) Issue and allotment (/ /)	o. of new shares of uer which may be issued pursuant ereto as at ose of the month	i: t	hares of uer issued uring the month pursuant	sł issu du p								of Issue	Т
1. Rights issue At price : currency Image: currency Image: currency Image: currency EGM approval date: (///) (///) EGM approval date: (///) (dd/mn/yyyy) Image: currency 2. Open offer At price : State currency Image: currency Image: currency Image: currency Image: currency Image: currency Image: currency Image: currency Class of shares issuable (////) Image: currency Image: currency Image: currency Image: cur						<u>N/A</u>		issuable					
Son up your date: $(dd/mm/yyyy)$ 2. Open offer At price : State currency Issue and allotment (///) 2. Open offer At price : State currency Issue and allotment (///) 3. Placing At price : State currency Class of shares issuable N/A (Note 1) 3. Placing At price : State currency Issue and allotment (///) Issue and allotment (///) EGM approval date: (///) Issue and allotment (///) EGM approval date: (///) Issue and allotment (///) Issue and allotment (///) Class of shares issuable (M/A) N/A Issue and allotment (///) Issue and allotment (///) Image: Class of shares issuable (N/A) Image: (///) Image: Im)	/ /	(nts issue	I. I
2. Open offer At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment $(///)$ Begin approval date: $(dd/mm/yyyy)$ EGM approval date: $(///)$ Class of shares issuable $\frac{N/A}{(Note 1)}$ Jace: $(dd/mm/yyyy)$ Begin approval date: $(///)$ Class of shares issuable $\frac{N/A}{(Note 1)}$ Class of shares issuable $\frac{N/A}{(Mote 1)}$ EGM approval date: $(///)$ Class of shares issuable $\frac{N/A}{(Mote 1)}$ EGM approval date: $(///)$ State EGM approval date: $(///)$		_)	/ /	(date:					
2. Open offer At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment $(///)$ Begin approval date: $(///)$ $(///)$ Class of shares issuable $\frac{\text{N/A}}{(\text{Note 1})}$ Class of shares issuable $\frac{\text{N/A}}{(\text{Note 1})}$ Begin approval date: $(///)$ Class of shares issuable $\frac{\text{N/A}}{(\text{Note 1})}$ Class of shares issuable $\frac{\text{N/A}}{(\text{Mom/yyyy})}$ EGM approval date: $(///)$ Class of shares issuable $\frac{\text{N/A}}{(\text{Mom/yyyy})}$ EGM approval date: $(///)$ Class of shares issuable $\frac{\text{N/A}}{(\text{Mote 1})}$ EGM approval date: $(///)$ Image: $(///)$ EGM approval date: $(///)$ Image: $(///)$ EGM approval date: $(///)$ Image: $(///)$						<u>N/A</u>		issuable	Class of sha				
2. Open other At price : currency $ate : (dd/mm/yyyy)$ EGM approval date: $(//)$ (dd/mm/yyyy) EGM approval date: $(//)$ (ate : (dd/mm/yyyy) EGM approval date: $(//)$ EGM approv								10544010					
Born approval date: $(dd/mm/yyyy)$ Glass of shares issuable N/A (Note 1) Issue and allotment (Image: Note 1) Issue (Image: Note 1) Issue (Image: Note 1) Issue and allotment (Image: Note 1) Issue and allotment (Image: Note 1) Issue and allotment)		(ate	At price : $\frac{9}{6}$	n offer	2. (
3. Placing At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment (/ /) Bonus issue $(Note 1)$ Issue and allotment (/ /) Class of shares issuable N/A N/A Image: Note 1 (Note 1) Issue and allotment (/ /))	/ /	(date:					
3. Placing At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment (/ /) Bornus issue Glass of shares issuable N/A A Bornus issue Issue and allotment (/ /)													
EGM approval date: (/ /) (dd/mm/yyyy) Class of shares issuable <u>N/A</u> (<i>Note 1</i>) 4. Bonus issue Issue and allotment (/ /)						<u>N/A</u>		issuable					
Class of shares issuable <u>N/A</u> (<i>Note 1</i>) 4 Bonus issue Issue Issue (/ /))	/ /	(ate	At price : S	ing	3. I
(<i>Note 1</i>) 4 Bonus issue (/ /))	/ /	(date:	EGM approv (dd/mm/yyy				
(<i>Note 1</i>) 4 Bonus issue (/ /)		-											
4 Bonus issue						<u>N/A</u>		issuable					
date : (dd/mm/yyyy))	/ /	(us issue	4. I
EGM approval date: (/ /) (dd/mm/yyyy))	/ /	(date:					
		-											

	Type of Issue	F	For	Main E	<u>30a</u>	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 currency	- Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		

			For	For Main Board and GEM listed issuers				
						No. of new	No. of new	
						shares of suer issued	shares of issuer which	
						during the	may be	
					,	month	issued	
						pursuant	pursuant	
						thereto	thereto as at	
							close of the	
	Type of Issue						month	
			Class of shares issuable	<u>N/A</u>				
			(<i>Note</i> 1)					
9.	Capital	Issue and allotment (/ /)				
	reorganisation		date : (dd/mm/yyyy)					
	-			, ,	``			
			LOW approval date.)			
			(dd/mm/yyyy)					
							<u> </u>	
			Class of shares issuable	N/A				
			(Note 1)					
10.	Other	At mino State		, ,	`			
10.	(Please specify)	At price : State		/ /)			
			date : (dd/mm/yyyy)					
			EGM approval date: (/ /)			
			(dd/mm/yyyy)					
<u> </u>	Total E. (Ordinary shares) N/A							
	(Preference shares) N/A							
				(Other	class)	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.