

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/01/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	VTech Holdings Limited	
Date Submitted	02/02/2012	

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)			
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	otion :		
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of p	preceding 1	nonth			
Increase/(decrease)					
Balance at close of t	he month				

3. Other Classes of Shares

Stock code : <u>N/A</u> Descri	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

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date				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	
(dd/mm/yyyy) and -		Movement duri	ng the month		_	the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. 2001 Scheme						
Exercise Price:						361,000
HK\$41.07	-	-	-	-	-	301,000
(10/08/2001)						
Ordinary shares						
(Note 1)						
0 0001 0 1						
2. 2001 Scheme						
Exercise Price:	-	-	-	-	-	1,382,000
HK\$85.35						, ,
(10/08/2001)						
(10/08/2001) Ordinary shares						
(Note 1)						
(INOLE I)						
3. N/A						
5.1011						
shares						
(Note 1)						
(=/000 1)		Тс	otal A. (Ordin	ary shares)	-	
				nce shares)	N/A	
			· ·	Other class)		
Total funds raised dur	ing the month	from exercise of				
options (State currenc			-	-		
* `	• *					

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of No nominal value pre	minal value at close of ceding 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 (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)	(/ /)				
<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)	(/ /)				
<u>4. N/A</u>						
(/ /)						
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>	L	

Convertibles (i.e. Convertible i	nto Choras of the l	an 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)						
issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(/ /)					
<u>2. 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)	(/ /)					
3. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)						
	(/ /)					
4. N/A						
$\frac{\mathbf{C}_{\mathbf{f}}}{\mathbf{C}_{\mathbf{f}}} = \frac{\mathbf{J}_{\mathbf{f}}}{\mathbf{C}_{\mathbf{f}}} \left(\frac{\mathbf{C}_{\mathbf{f}}}{\mathbf{C}_{\mathbf{f}}} + \frac{\mathbf{C}_{\mathbf{f}}}{\mathbf{C}_{\mathbf{f}}} \right)$						
Stock code (if listed) Class of shares						
issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)	, , .					
(dd/mm/yyyy)	(/ /)					
				nary shares) N/A ence shares) N/A		-
				Other class) N/A		-
			($\frac{11/1}{1}$	•	-

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. <u>N/A</u>		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A N/A	
(Other class)	N/A	
	l	

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

	Type of Issue					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 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 (Note 1)		<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 E	Board ai	nd GEM lis	
	Type of Issue				s iss d I	o. of new hares of uer issued uring the month oursuant 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>)	e <u>N/A</u>			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)	e <u>N/A</u>			
10.	Other (Please specify)	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
				Ordinary sl reference sl (Other	hares)	N/A N/A 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.