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## **VTech Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 303)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2024 annual general meeting (the “2024 AGM”) of VTech Holdings Limited will be held at Jade & Lotus Rooms, 6th Floor, Marco Polo Hongkong Hotel, Harbour City, 3 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 24 July 2024 at 3:30 p.m. (Hong Kong time) for the following purposes. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 24 June 2024 (the “Circular”).

#### **ORDINARY BUSINESS**

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and the auditor of the Company (the “Auditor”) for the year ended 31 March 2024.
2. To consider and declare a final dividend in respect of the year ended 31 March 2024.
3.
  - (a) To re-elect Mr. Andy LEUNG Hon Kwong as an executive Director.
  - (b) To re-elect Dr. William FUNG Kwok Lun as an independent non-executive Director.
  - (c) To re-elect Professor KO Ping Keung as an independent non-executive Director.
  - (d) To fix the Directors’ fees (including the additional fees payable to chairman and members of the audit committee, the nomination committee and the remuneration committee of the Company) for the year ending 31 March 2025, pro-rata to their length of services during the year.
4. To re-appoint KPMG as the Auditor and authorise the board of Directors to fix its remuneration.

## **SPECIAL BUSINESS**

To consider and, if thought fit, to pass with or without modifications, Resolutions 5 and 6 as ordinary resolutions:

5. **“THAT:**

- (a) subject to the provisions of paragraph (b) below, the exercise by the Directors of the powers of the Company during the Relevant Period (as defined below) to repurchase the shares of the Company subject to and in accordance with all applicable laws and the provisions of, and in the manner specified in, the Rules Governing the Listing of Securities on the Stock Exchange be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution; and
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

6. **“THAT:**

- (a) subject to the provisions of paragraphs (b) and (c) below, the exercise by the Directors of the powers of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional unissued shares in the capital of the Company, to sell and transfer any treasury shares of the Company and to make or grant offers, agreements and/or options, including warrants to subscribe for or purchase shares and other rights of subscription for, purchase or conversion into shares, which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of the share capital to be allotted, issued, sold, transfer and dealt with by the Directors pursuant to the approval in paragraph (a) above, other than set out in paragraph (c) below, shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution;
- (c) the provisions of paragraph (b) above shall not apply to the aggregate nominal amount of share capital allotted, issued, sold and/or transferred or agreed to be conditionally or unconditionally allotted, issued, sold and/or transferred by the Directors pursuant to:
  - (i) a rights issue where shares are offered for a fixed period to the Shareholders in proportion to their then holdings of shares on a fixed record date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in, any territory applicable to the Company); or
  - (ii) any scrip dividend scheme or similar arrangements implemented in accordance with the Company's Bye-laws; or
  - (iii) any share option scheme or share award scheme that complies with Chapter 17 of the Listing Rules adopted by the Company for the time being or to be adopted by the Company;
- (d) any shares to be allotted, issued, sold or transferred (whether wholly or partly for cash or otherwise) pursuant to the approval in paragraph (a) above shall not be issued or sold at a discount of more than 10% to the "Benchmarked Price" of such shares;
- (e) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors; and
- (f) for the purposes of this Resolution:

"Benchmarked Price" means the higher of:

- (i) the closing price of the shares of the Company as quoted on Stock Exchange on the date of the agreement involving the relevant proposed issue or sale of shares of the Company under this Resolution; and

- (ii) the average closing price as quoted on Stock Exchange of the shares of the Company in the five consecutive trading days immediately preceding the earlier of the date: (1) of announcement of the transaction or arrangement involving the relevant proposed issue or sale of shares of the Company under this Resolution; (2) of the agreement involving the relevant proposed issue or sale of shares of the Company under this Resolution; and (3) on which the price of shares of the Company that are proposed to be issued or sold is fixed;

“Relevant Period” means the period from the passing of this Resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

By Order of the Board  
**VTech Holdings Limited**  
**CHANG Yu Wai**  
*Company Secretary*

Hong Kong, 24 June 2024

*Notes:*

1. At the 2024 AGM, the Chairman of the meeting will exercise his power under Bye-law 75 of the Company’s Bye-laws to put each of the above resolutions to the vote by way of a poll.
2. Any member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2024 AGM or any adjournment thereof if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
3. To be valid, the form of proxy must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the 2024 AGM or any adjournment thereof.
4. In the case of joint holders of a share, any one of such joint holders may vote at the 2024 AGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders are present at the 2024 AGM, either personally or by proxy, the joint holder whose name stands first in the register of members of the Company shall alone be entitled to vote.

5. The register of members of the Company will be closed for the following periods:
- (a) For the purpose of determining Shareholders who are entitled to attend and vote at the 2024 AGM, the register of members of the Company will be closed from 19 July 2024 to 24 July 2024 (both days inclusive), during which no transfer of shares will be effected. The Shareholders whose names appear on the register of members of the Company on 24 July 2024 are entitled to attend and vote at the 2024 AGM following completion of the registration procedures for share transfers. In order to be entitled to attend and vote at the 2024 AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the principal share registrar of the Company, MUFG Fund Services (Bermuda) Limited of 4th Floor North, Cedar House, 41 Cedar Avenue, Hamilton HM 12, Bermuda, or the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. (local time of the relevant share registrar) on 18 July 2024.
  - (b) For the purpose of determining Shareholders who are qualified for the final dividend, the register of members of the Company will be closed on 30 July 2024, on which no transfer of shares will be effected. The Shareholders whose names appear on the register of members of the Company on 30 July 2024 (i.e. the record date) are qualified for the final dividend following completion of the registration procedures for share transfers. In order to qualify for the final dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged with the principal share registrar of the Company, MUFG Fund Services (Bermuda) Limited of 4th Floor North, Cedar House, 41 Cedar Avenue, Hamilton HM 12, Bermuda, or the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. (local time of the relevant share registrar) on 29 July 2024.
6. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or “Extreme Conditions” announced by the Hong Kong government is in force at or at any time after 12:00 noon on the date of the meeting, the meeting will be adjourned in accordance with the Bye-laws. The Company will post an announcement on the Company’s website at [www.vtech.com](http://www.vtech.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.
7. **Shareholders are reminded that physical attendance is not necessary for the purpose of exercising shareholders’ rights. They are strongly encouraged to exercise their rights and indicate how they would like the proxy to vote on their behalves by submitting a form of proxy to appoint the Chairman of the 2024 AGM as their proxy for voting as early as possible and in any event no later than 48 hours before the time appointed for holding the 2024 AGM or any adjournment or postponement thereof.**

*As at the date of this notice, the Executive Directors of the Company are Dr. Allan WONG Chi Yun (Chairman and Group Chief Executive Officer), Dr. PANG King Fai and Mr. Andy LEUNG Hon Kwong. The Non-executive Director of the Company is Mr. William WONG Yee Lai. The Independent Non-executive Directors of the Company are Dr. William FUNG Kwok Lun, Professor GAN Jie, Professor KO Ping Keung, Dr. Patrick WANG Shui Chung and Mr. WONG Kai Man.*

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