



# VTech Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 303)

## Form of Proxy

### FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 19 JULY 2023

Number of shares to which this form of proxy relates <sup>1</sup>	
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I/We,<sup>2</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered holder(s) in the share capital of the Company hereby appoint<sup>3</sup> \_\_\_\_\_ (name) of \_\_\_\_\_ (address) or failing him/her, the Chairman of the meeting as my/our proxy to attend, act and vote on my/our behalf at the 2023 AGM to be held at Jade & Lotus Room, 6th Floor, Marco Polo Hongkong Hotel, Harbour City, 3 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 19 July 2023 at 3:30 p.m. and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by a "✓" in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 15 June 2023.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
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 2023.		
2.	To consider and declare a final dividend in respect of the year ended 31 March 2023.		
3.	(a) To re-elect Dr. PANG King Fai as an executive Director.		
	(b) To re-elect Mr. William WONG Yee Lai as a non-executive Director.		
	(c) To re-elect Professor GAN Jie 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 2024, pro-rata to their length of services during the year.		
4.	To re-appoint KPMG as the Auditor and authorise the board of the Directors to fix its remuneration.		
5.	To grant a general mandate to the Directors to repurchase shares representing up to 10% of the issued share capital of the Company at the date of the 2023 AGM <sup>5</sup> .		
6.	To grant a general mandate to the Directors to allot, issue and deal with additional shares representing up to 10% of the issued share capital of the Company at the date of the 2023 AGM, and the discount for any shares to be issued shall not be more than 10% to the Benchmarked Price (as defined in the notice of the 2023 AGM) <sup>5</sup> .		
7.	To approve and adopt the proposed amendments to the Share Award Scheme, the Amended Share Award Scheme and the scheme mandate limit (as defined in the Amended Share Award Scheme) of the Company <sup>5</sup> .		
8.	To approve and adopt the proposed amendments to the Share Option Scheme, the Amended Share Option Scheme and the scheme mandate limit (as defined in the Amended Share Option Scheme) of the Company <sup>5</sup> .		
SPECIAL RESOLUTION			
9.	To approve the proposed amendments to the existing Bye-laws and adoption of the New Bye-laws <sup>5</sup> .		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2023 Shareholder's signature<sup>6</sup>: \_\_\_\_\_

#### Notes:

- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in BLOCK CAPITALS as shown in the register of members of the Company. The names of all joint holders should be stated.
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the meeting will act as your proxy. A Shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A PARTICULAR RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion to vote or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice of the 2023 AGM.
- The full text of Resolutions 5, 6, 7, 8 and 9 are set out in the notice of the 2023 AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either signed under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof 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 2023 AGM or any adjournment thereof.
- In the case of joint holders of a share, any one of such joint holders may vote at the 2023 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 2023 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.
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- Shareholders 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 2023 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 2023 AGM or any adjournment or postponement thereof.**

Shareholders who wish to attend the 2023 AGM are encouraged to take note that Hong Kong Government appealed to the public to wear a mask when having respiratory symptoms or weakened immunity and going to crowded places. Subject to the public health requirements or guidelines of Hong Kong Government and/or regulatory authorities, the Company may announce further updates on the arrangement of the 2023 AGM 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) as and when appropriate.