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VTech Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 303)

POLL RESULTS OF 2023 ANNUAL GENERAL MEETING

Reference is made to the circular (the “Circular”) and the notice of the annual general meeting (“2023 AGM Notice”) of VTech Holdings Limited (the “Company”), both dated 15 June 2023, in relation to the annual general meeting of the Company (the “2023 AGM”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

At the 2023 AGM of the Company held on 19 July 2023, a poll was demanded by the Chairman for voting on all the proposed resolutions as set out in the 2023 AGM Notice. All directors of the Company (the “Director(s)”), except Professor GAN Jie, attended the 2023 AGM.

All resolutions were approved by the shareholders of the Company and the poll results were as follows:-

Ordinary Resolutions		No. of Votes (%)	
		For	Against
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.	179,467,247 (98.985527%)	1,839,306 (1.014473%)
2.	To consider and declare a final dividend in respect of the year ended 31 March 2023.	181,302,548 (99.997791%)	4,005 (0.002209%)
3.	(a) To re-elect Dr. PANG King Fai as an executive Director.	164,561,559 (90.764264%)	16,744,994 (9.235736%)
	(b) To re-elect Mr. William WONG Yee Lai as a non-executive Director.	174,250,092 (96.107995%)	7,056,461 (3.892005%)
	(c) To re-elect Professor GAN Jie as an independent non-executive Director.	180,329,248 (99.460965%)	977,305 (0.539035%)
	(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.	181,172,348 (99.925979%)	134,205 (0.074021%)

4.	To re-appoint KPMG as the Auditor and authorise the board of Directors to fix its remuneration.	174,164,792 (96.060947%)	7,141,761 (3.939053%)
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 ^(Note 1) .	177,980,448 (98.165480%)	3,326,105 (1.834520%)
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 2023 AGM Notice) ^(Note 1) .	168,035,893 (92.680540%)	13,270,660 (7.319460%)
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 ^(Note 1) .	109,691,365 (60.500497%)	71,615,188 (39.499503%)
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 ^(Note 1) .	109,691,365 (60.500497%)	71,615,188 (39.499503%)
Special Resolution		No. of Votes (%)	
		For	Against
9.	To approve the proposed amendments to the existing Bye-laws and adoption of the New Bye-laws ^(Note 1) .	161,334,819 (88.986612%)	19,967,531 (11.013388%)
As more than 50% of the votes were cast in favour of resolutions no. 1 to 8, all the resolutions were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of resolutions no. 9, the resolution was duly passed as special resolution of the Company.			

Notes:

1. The full text of Resolutions 5, 6, 7, 8 and 9 are set out in the 2023 AGM Notice.
2. As at the date of the 2023 AGM, the total number of issued shares of the Company (the "Shares") was 252,882,466 ordinary shares of US\$0.05 each, which was the total number of Shares entitling the holders thereof (the "Shareholders") to attend and vote for or against all the resolutions proposed at the 2023 AGM.
3. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the 2023 AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and there were no Shareholders that were required under the Listing Rules to abstain from voting.
4. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the 2023 AGM.

5. No parties have stated their intention in the Circular to vote against or to abstain from voting on the above resolutions at the 2023 AGM.
6. Computershare Hong Kong Investor Services Limited, the share registrar of the Company in Hong Kong, acted as the scrutineer for the purpose of vote-taking at the 2023 AGM.

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

Hong Kong, 19 July 2023

As at the date of this announcement, 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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