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VTech Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 303)

PROPOSED AMENDMENTS TO THE BYE-LAWS AND ADOPTION OF THE NEW BYE-LAWS

This announcement is made by VTech Holdings Limited (the “Company”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) in relation to the proposed amendments to the bye-laws of the Company (the “Bye-laws”).

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protection for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The board of directors of the Company (the “Board”) proposes to make certain amendments to the Bye-laws to (a) conform to the said core standards for shareholder protection; (b) permit general meetings to be held either as hybrid or electronic meetings where the shareholders of the Company (the “Shareholders”) may attend general meetings through electronic means in addition to physical meetings requiring attendance in person to provide flexibility over the conduct of general meetings; and (c) incorporate certain housekeeping changes. The Board also proposes to adopt the new Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws.

The proposed amendments to the Bye-laws and proposed adoption of the new Bye-laws shall be subject to the passing of a special resolution by the Shareholders at the forthcoming annual general meeting of the Company to be held on 19 July 2023 (the “AGM”). A circular containing, among others, details of the proposed amendments to the Bye-laws and a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

By Order of the Board
VTech Holdings Limited
Allan WONG Chi Yun
Chairman

Hong Kong, 17 May 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.