

VTECH GROUP OF COMPANIES NOMINATION COMMITTEE CHARTER

1) Formation

The Nomination Committee was formed on 21st June 2006 pursuant to a Board of Directors' (the Board's) resolution passed on the same date.

2) Purpose

The purpose of the Nomination Committee is to make recommendations to the Board on appointment of the directors so as to ensure that all nominations are fair and transparent.

3) Composition

The Nomination Committee shall comprise majority Independent Non-Executive Directors ("INED") of the Board. The Board shall nominate and appoint committee members and the Committee shall nominate one of the members as the Chairman of the Committee.

4) Frequency of meeting

The Nomination Committee shall meet at least once a year, with an authority to convene additional meetings, as circumstances require. All committee members are expected to attend each meeting, in person or via Tele- or videoconference.

5) Meeting procedures

Quorum of meeting shall not be less than two committee members and a majority of independent non-executive directors shall be present throughout each meeting. Each committee member in the meeting shall carry one vote.

The committee members shall elect among themselves a Chairman at each meeting. The Company Secretary, or his or her delegate, shall act as the secretary to the Nomination Committee.

The committee shall invite any director, executive or other members of management to attend meetings as necessary. The Committee shall be supported by the Human Resources Manager and by the Company Secretary who shall be responsible for preparation of meeting agenda and minutes. Meeting agenda shall be provided in advance to the committee members, along with appropriate briefing materials. Minutes shall be prepared and endorsed by the Board.

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6) Responsibilities

The Committee shall carry out the following responsibilities for those executive directors and senior management:

- To review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
- To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- To assess the independence of independent non-executive directors; and
- To make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer.

7) Authority

The Committee is authorised by the Board to obtain independent professional advice at the Company's expense as it shall deem appropriate and shall conduct interviews with prospective candidates for nomination.