



VTech Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 303)

SHAREHOLDERS COMMUNICATION POLICY

1. Purpose

- 1.1 This Policy aims to set out the provisions with the objective of ensuring that shareholders of VTech Holdings Limited (the “Company”) are provided with ready, equal and timely access to balanced and understandable information about the Company in order to enable shareholders to exercise their rights in an informed manner, and to allow shareholders and the investment community to engage actively with the Company.
- 1.2 For the purpose of this Policy, references to the investment community are intended to include the Company’s potential investors as well as analysts reporting on and analysing the Company’s performance.

2. General Policy

- 2.1 The Board shall maintain an on-going dialogue with shareholders and the investment community.
- 2.2 Information shall be communicated to shareholders and the investment community mainly through the Company’s financial reports (interim and annual reports), annual general meetings and other general meetings that may be convened, as well as by making available on the Company’s website all disclosures submitted to The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), corporate communications and other corporate publications.
- 2.3 Effective and timely dissemination of information to shareholders and the investment community shall be ensured at all times. Shareholders and the investment community may at any time make a request for the Company’s information to the extent such information is publicly available by email: investor_relations@vtech.com or by post addressed to the Company’s principal office address, via the contact form on the Company’s website or through the Company’s share registrar.

3. Communication Strategies

Corporate Communications #

- 3.1 Corporate communications shall be provided to shareholders in plain language and in both English and Chinese versions to facilitate shareholders' understanding. Shareholders have the right to choose the language (either English or Chinese) and means of receipt of the corporate communications (in hard copy or through electronic means).
- 3.2 Shareholders shall be encouraged to provide, amongst other things, in particular, their designated contacts, telephone numbers and email addresses to the Company in order to facilitate timely and effective communications.

Corporate Website

- 3.3 A dedicated Investors section is available on the Company's website www.vtech.com/en.
- 3.4 Information released by the Company to the Stock Exchange shall be posted on the Company's website within one hour. Such information includes financial statements, results announcements, circulars, notices of general meetings and associated explanatory documents.
- 3.5 All presentation materials provided in conjunction with the Company's annual general meeting and results announcement each year shall be made available on the Company's website as soon as practicable after their release.
- 3.6 All important press releases issued by the Company or its subsidiaries shall be made available on the Company's website.

Webcasts

- 3.7 Webcasts of the Company's interim and annual results briefings shall be made available.

Shareholders' Meetings

- 3.8 Shareholders shall be encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings.
- 3.9 Appropriate arrangements for the annual general meetings shall be in place to encourage shareholders' participation.

- 3.10 The process of the Company's general meetings shall be monitored and reviewed on a regular basis, and, if necessary, changes made to ensure that shareholders' needs are best served.
- 3.11 Board members, in particular, the Chairmen of Board committees or their delegates, appropriate management executives and external auditors, shall be required to attend annual general meetings to answer shareholders' questions.

Investment Community Communications

- 3.12 The Chairman and the Head of Corporate Marketing of the Company will meet regularly with investors and analysts. They will also attend post-results roadshows and investor conferences organised by other financial institutions.
- 3.13 In this regard, they will comply with this Policy when communicating with the investment community.

Black Out Periods

- 3.14 The Company does not hold or participate in investor meetings nor will it make any comments concerning financial results or expectations 30 days prior to its interim and annual results announcements.
- 3.15 During the "black out period", there should be no communication with the investment community, except when the communications are limited to responding to enquiries about publicly available information.

Dealing with Rumours

- 3.16 Subject to legal disclosure obligations, it is the Company's general practice that it does not respond to media speculation, market rumours and analysts' report.

4. Shareholder Privacy

- 4.1 The Company recognises the importance of shareholders' privacy and shall only disclose shareholders' information to any party on a "need-to-know" basis.

5. Review of this Policy

5.1 This Policy shall be reviewed on a regular basis to ensure its effectiveness.

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Corporate Communications refer to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including, but not limited to, the directors' report and annual accounts together with a copy of the auditor's report, the interim report, a notice of meeting, a circular and a proxy form.