



VTech Holdings Limited
(Incorporated in Bermuda with limited liability)
(Stock code: 303)

Board Diversity Policy

1. Purpose

This Policy sets out the approach to achieve diversity on the board of directors (“Board”) of VTech Holdings Limited (the “Company”). The Company believes that a diverse board will include and make good use of a broad range of skills, experience, background and technical knowledge. The diversity will be harnessed so that the Company can continue to make sound business decisions and enhance the quality of its performance, and to provide strong and insightful governance.

2. Diversity Perspectives

2.1 With a view to achieving a sustainable and balanced development, the Company makes diversity in the Board an essential element in its corporate strategy. In designing the Board’s composition, diversity is considered from a number of aspects, including but not limited to gender, age, cultural and educational background, skills, knowledge, industry and professional experience, business perspectives and the legitimate interests of the Company’s principal shareholders. Due regard is given to the benefits of each diversity aspect may have for the Board.

2.2 All Board appointments are based on merit. Selection of candidates will consider the range of diversity perspectives described above and will follow the Nomination Policy of the Company issued and administered by the Nomination Committee. As an ongoing effort to optimize the functioning of the Board, additional measurable objectives and specific diversity targets will be introduced and set in the selection process, and they will be reviewed from time to time to ensure their appropriateness. The ultimate decision will be based on merit and contribution that the selected candidate will bring to the Board.



3. Review

To ensure the effectiveness and relevance of the Policy, the Nomination Committee will review it annually. It will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

4. Disclosure

The Corporate Governance Report in the Annual Report of the Company will disclose a summary of this Policy including any measurable objectives and specific diversity targets and the related timelines set to implement them and the progress made in such implementation.

March 2023