

Corporate Governance Report



The Board of Directors (the "Board") and the management of VTech Holdings Limited ("VTech" or the "Company") are committed to good corporate governance and the application of the principles including transparency, accountability and independence to achieve sustainable performance of the Company and enhance its value for the shareholders.

VTech and its subsidiaries (the "Group") also recognise that a comprehensive corporate governance management structure is crucial in helping the Company to implement its strategies and policies effectively and consistently throughout the Group, and safeguard the long-term interests of its shareholders. The Group has also continuously reviewed its policies and procedures to ensure that the Group meets the requirements of the applicable laws and regulations, industry best practices, global trends, and market expectations. This Corporate Governance Report will explain how the Group applies the principles of good corporate governance as set out in the Corporate Governance Code (the "CG Code"), so as to enable the shareholders of the Company to evaluate such application.

Corporate Governance Practices

VTech is incorporated in Bermuda and has its shares listed on the Stock Exchange. The corporate governance rules applicable to the Company are the CG Code set out in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). Throughout the financial year ended 31 March 2026 ("FY2026"), the Company had complied with all the code provisions of the CG Code, except for the deviation from code provision C.2.1 of Part 2 of the CG Code as described below.

Under code provision C.2.1 of Part 2 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Dr. Allan WONG Chi Yun has the combined role of Chairman and Group Chief Executive Officer. As more than half of the Board members are Independent Non-executive Directors, the Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Group. Furthermore, as Dr. Allan WONG Chi Yun is the founder of the Group and has substantial professional experience in the industry, the Board believes that the appointment of Dr. Allan WONG Chi Yun to the combined role of Chairman and Group Chief Executive Officer is beneficial to the sustainable development of the Group and the long-term interests of the shareholders.

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix C3 to the Listing Rules regarding securities transactions for the Directors. The Model Code is also extended to apply to specified employees including the senior management of the Group. After having made specific enquiries, all Directors and specified employees confirmed that they had complied with the required standard of dealings set out in the Model Code regarding securities transactions throughout FY2026.

VTech is also committed to following the ESG Reporting Code set out in Appendix C2 to the Listing Rules. A summary of the 2026 Sustainability Report is set out on pages 48 to 50 and pages 91 to 101 of the 2026 Annual Report and details of VTech's ESG performance and reporting are set out in the 2026 Sustainability Report. VTech's Sustainability Report is made available for the public on sustainability.vtech.com/reports_policies and the website of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Corporate Governance Report

VTech Code: Compliance and More

During FY2026, VTech had certain corporate governance practices exceeding the compliance requirements in the following areas:

Our Board

- Our Board comprises nine Directors, of which five are Independent Non-executive Directors, exceeding the requirements of the Listing Rules that at least one-third of the Board (and not less than three Directors) shall be Independent Non-executive Directors.
- All members (instead of just majority of members) of the Audit Committee and the Remuneration Committee are Independent Non-executive Directors.
- VTech conducts regular evaluation on the performance of the Board and its Committees. A summary of the evaluation results is presented to the Board for review and discussion, and presented to the respective Board Committees for follow-up.

Our Disclosures

- VTech announces its interim financial results within 1.5 months after the end of the six-month financial period, and its annual financial results within two months after the end of the financial year. It also publishes its Annual Report and Sustainability Report on its website and sends its Annual Report to the shareholders within three months after the end of the financial year. The announcement and publication periods are shorter than the minimum requirements stipulated in the Listing Rules.
- VTech's Continuous Disclosure Policy has been established since 2013 and is published on its website. The policy guides the Group in monitoring and disclosing potential inside information.

Our Other Practices in Corporate Governance

- In addition to the Directors, the Model Code adopted by VTech is extended to apply to specified employees including the senior management of the Group. This includes the implementation of clearance and approval procedures, as well as the prohibition periods for dealing in VTech securities. Senior management is required to declare that they have complied with the Model Code throughout the relevant financial year twice a year.
- At each of the AGMs held by the Company since 2017, VTech has sought the shareholders' approval for a general mandate (the "Issue Mandate") to be granted to the Directors to issue new shares of the Company of up to 10% of the issued share capital of the Company, which was lower than the maximum limit of 20% as prescribed under the Listing Rules; and, if applicable, with a discount of not more than 10% to the "benchmarked price" (with reference to the Listing Rules), which was also lower than the maximum limit of 20% discount for relevant transactions as prescribed under the Listing Rules.
- Starting from the AGM held by the Company since 2018, VTech has not proposed to extend the relevant Issue Mandate granted to the Directors to allot, issue and deal with the additionally issued new shares (with a maximum of 10% of the issued share capital of the Company) to be repurchased by the Company.

Corporate Governance Framework

VTech operates within a clear and effective corporate governance structure. A strong corporate governance framework not only supports the Board and Board Committees to realise the business strategies for the long-term success of the Company, but also facilitates effective and efficient decision-making by the Board and Board Committees. In addition, the framework ensures that both Directors and employees would act within a robust chain of delegated authorities and powers, which could safeguard the compliance with the applicable laws and regulations.

VTech's Culture and Values

VTech's vision is to create sustainable value to improve the lives of people and protect the planet for future generations. This vision guides the Group to pursue its mission to integrate economic growth, environmental protection and social responsibility in its business strategies to design, manufacture and supply innovative and high quality products for the wellbeing of people and benefit of society, aiming to drive sustainable value for its stakeholders and the communities.

A healthy corporate culture across the Group is vital for the Company to achieve its vision and mission towards sustainable growth. At VTech, it is the Board's role to foster a corporate culture with three core principles (as set out below) to guide the behaviours of its employees, and ensure that the Company's vision, values and business strategies are aligned to it.



Culture of Integrity

Integrity underpins the behaviours of VTech's employees in working with each other and conducting business activities with business partners. VTech has human resources management policies in place to promote a caring environment with mutual respect and an inclusive atmosphere in the workplace. As for business ethics, the Group's Code of Conduct and Anti-Corruption Policy have defined the behavioural guidelines for its employees. All of these policies are supported by mandatory and regular training courses to instill and reinforce the Group's values of acting lawfully, ethically and responsibly.

For details, please refer to the "Sustainability Pillars" – "Our People" and "Governance and Business Ethics" sections of the 2026 Sustainability Report.



Culture of Accountability

VTech's culture of accountability starts from the strong leadership of the Board, with delegation of authorities to its Board Committees, Executive Board, Executive Committees comprising senior management of the respective product lines, and to each individual employee throughout the Group. With clear objectives and goals in the annual budgets, three-year business plan and five-year Sustainability Plan approved by the Board, augmented by open communication and a transparent performance evaluation system for each individual staff, VTech's employees are committed to and accountable for achieving the targets for the long-term success of the Company.

For details, please refer to the "Leadership" section of this Corporate Governance Report.



Culture of Innovation

In an ever-changing business environment, a culture of innovation, which supports and encourages creative thinking and sharing of new ideas in the workplace, is crucial for the Group to continuously design and develop innovative and high-quality products for the wellbeing of people and benefit of society. It also facilitates VTech to strengthen its operational excellence in the factory operations with innovative solutions to continuously improve its productivity, and incorporate sustainability aspects in the business operations, which include various green manufacturing and sustainable supply chain initiatives, to combat climate change and drive sustainable growth of the Company.

For details, please refer to "Sustainability Pillars" – "Product Responsibilities and Value Chain Management" and "Environment" sections of the 2026 Sustainability Report.

Corporate Governance Report

Board's Focus and Activities

The Board is responsible for ensuring the effectiveness of the Group's corporate governance framework throughout the Company. It also recognises that effective oversight and leadership over the businesses and affairs of the Company focusing on the following areas, are critical to the sustainable development of the Company:



During FY2026, the Board examined and discussed the following items in respect of the five areas of focus:

Formulation of Business Strategies and Policies

The Board undertook an in-depth and comprehensive review of the Group's strategies. It covered the Group's position in the Company's major markets and product lines, leading drivers of change in the industry and markets, and development of product innovation and marketing strategies to seize business opportunities. As part of the three-year business plan and budget review process, the Board considered and approved the Group's three-year business plan for the financial years ending 31 March 2027 to 31 March 2029 and budget for the financial year ending 31 March 2027.

Risk Management and Internal Control

The Board acknowledges that it is responsible for reviewing the risk management and internal control systems. As such, the Board, through the Audit Committee and the Risk Management and Sustainability Committee, reviews the overall appropriateness and effectiveness of the Group's material controls including financial, operational and compliance controls, risk management process, information systems security and effectiveness of financial reporting and compliance with the Listing Rules.

Leadership and People

Human resources management, including a leadership succession plan, is crucial to the Company's long-term success. The Board continuously reviews the Group's human resources management strategy to attract, develop, retain and motivate key talents across the whole organisation. It also encourages management to train the younger generation with the ability to navigate through the challenging environment and engage with important stakeholders of the Group.

Performance Monitoring

The Board approved the Group's Annual Report for FY2026 and the Group's Interim Report for the six months ended 30 September 2025. In approving the Annual Report and Interim Report, the Board also approved the financial statements and ensured that the statements gave a true and fair view of the financial position of the Group.

Stakeholder Engagement

Stakeholder engagement is the process through which we stay connected with our customers, employees, shareholders, investors, suppliers, business partners and the wider communities in which we operate. The Company actively engages with its shareholders and investors through various communication channels and takes any areas of concern into consideration when formulating its business strategies. In order to strengthen the Company's market leadership in those businesses requiring technological advances, the Board members and management exchanged opinions and agreed a strategy to engage the younger generation in product innovation and development.

Corporate Governance Report

Commitment to Good Corporate Governance

(1) Leadership

Board of Directors

The Board is responsible for the stewardship of the Group, overseeing its conduct and affairs to create sustainable value for the benefits of its shareholders, and for the long-term success of the Company.

Except for the matters reserved for the Board decisions, which affect the Company's overall strategic policies, financial position and shareholders, the Board may delegate part of its functions and duties as well as the day-to-day operational responsibilities to the Executive Board and Executive Committees, specifying matters which require approval by the Board in accordance with the Group's approval policy.

Matters reserved for the Board decisions include, but not limited to, the following:

- deliberation of three-year business plans, risk management and internal control, sustainability strategies, activities and performance progress against the sustainability targets;
- preliminary announcements of interim and final results, interim and annual reports, and sustainability reports;
- dividend policy;
- annual budgets;
- major corporate activities such as material acquisitions and disposals, and connected transactions; and
- Directors' appointment, re-election and removal.

Board Composition

The Board currently comprises three Executive Directors, one Non-executive Director and five Independent Non-executive Directors. The Board considers that the composition is well balanced in terms of experience, competencies, expertise, diversity and skills, with a strong independent element ensuring the impartiality of the Board's decision-making process and oversight of the management. The Independent Non-executive Directors are executives of high calibre with diversified industry expertise and bring a wide range of skills and experience to the Group. They bring to the Company independent judgement on issues of strategy, performance, risk and human resources management through their contribution at the Board meetings.

Commitment to Good Corporate Governance (Continued)

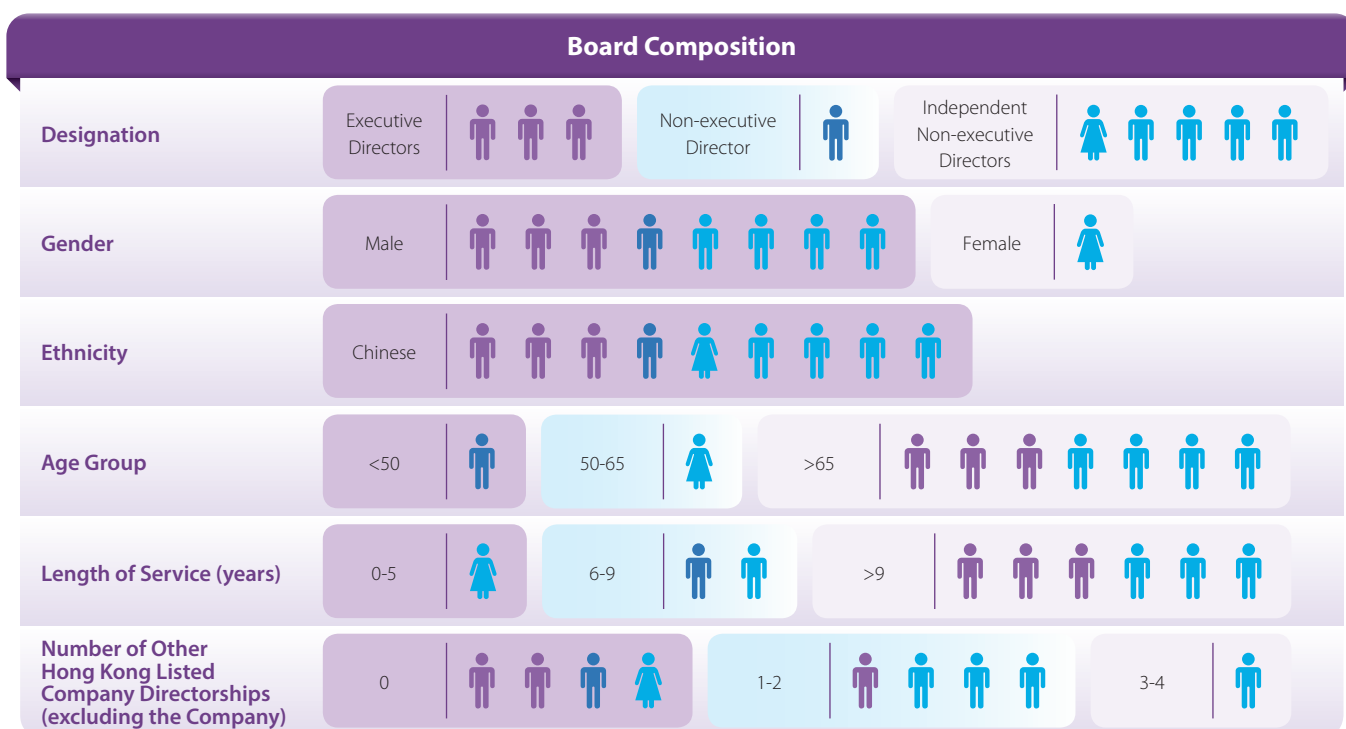
(1) Leadership (Continued)

Board Composition (Continued)

Details of all Directors and their biographies, including relationship between the Board members, are set out on pages 105 to 108 of the 2026 Annual Report.

The Board has an appropriate mix of skills, experience and diversity that are relevant to VTech’s strategies, governance and businesses, and strong independent leadership, which underpins its effectiveness and efficiency, enabling the Board to effectively discharge its duties and responsibilities.

The Board composition and Board skills and experience are set out below:



- Executive Directors
- Non-executive Director
- Independent Non-executive Directors

Commitment to Good Corporate Governance (Continued)

(1) Leadership (Continued)

Board Composition (Continued)

Taking into account the existing strategic needs of the Company, the composition of the Board brings about the necessary balance of skills and experience appropriate for the requirements of the business development of the Company. The skills matrix below sets out the skills and expertise of the Board, particularly in terms of:

- (i) **Promoting robust sustainability and corporate social responsibility practices into our business strategies:**
Integrating these practices into our business strategies to design, manufacture and supply innovative and high-quality products that ensure the Company’s long term sustainable performance;
- (ii) **Overseeing implementation of a robust risk management framework and internal controls:**
Ensuring our corporate governance structure complies with applicable laws, regulations, industry best practices and global trends; and
- (iii) **Leveraging technology:**
Enhancing resource efficiency to strengthen operational management, and to improve production efficiency and productivity.

| Board Skills and Experience | | | | | | | | | |
|---|---|---------------------------------|----------------------------|----------------|-----------------|-------------|-------------------------|------------------------------------|---|
| | | Executive Leadership & Strategy | Industry and Manufacturing | Mainland China | Global Business | Technology | Logistics/ Supply Chain | Environmental, Social & Governance | Accounting/Finance/ Legal & Compliance/ Risk Management and Internal Controls |
|  Executive Directors | Allan WONG Chi Yun <i>(Chairman and Group Chief Executive Officer)</i> | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | PANG King Fai | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | Andy LEUNG Hon Kwong | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
|  Non-executive Director | William WONG Yee Lai | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | |
|  Independent Non-executive Directors | William FUNG Kwok Lun | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | GAN Jie | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ |
| | KO Ping Keung | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | |
| | Patrick WANG Shui Chung | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | WONG Kai Man | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ |
| Total (in number): | | 9 | 9 | 9 | 9 | 9 | 6 | 9 | 7 |
| Total (in percentage): | | 100% | 100% | 100% | 100% | 100% | 67% | 100% | 78% |

Corporate Governance Report

Commitment to Good Corporate Governance (Continued)

(1) Leadership (Continued)

Board Composition (Continued)

Notes:

| Board Skills and Experience | Description |
|---|---|
| Executive Leadership & Strategy | <ul style="list-style-type: none">Expertise and experience in identifying strategic opportunities and threats, whilst developing and implementing plans to achieve corporate objectives, and leading management teams and implementing plans and policies |
| Industry and Manufacturing | <ul style="list-style-type: none">Expertise and experience in various manufacturing industries such as consumer electronic products, commercial and industrial products, etc. |
| Mainland China | <ul style="list-style-type: none">Expertise and experience with different areas of China market |
| Global Business | <ul style="list-style-type: none">Expertise and experience in dealing with international business operations |
| Technology | <ul style="list-style-type: none">Expertise and experience in the technology industry |
| Logistics/Supply Chain | <ul style="list-style-type: none">Expertise and experience in logistics or supply chain operations |
| Environmental, Social & Governance | <ul style="list-style-type: none">Experience in developing, promoting or ensuring the effective delivery of an organisation's ESG strategies, policies and objectives |
| Accounting/Finance/Legal & Compliance/Risk Management and Internal Controls | <ul style="list-style-type: none">Expertise and experience in financial market, financial reporting and auditing, and/or in the areas of regulatory and compliance, and risk management |

Having reviewed the Board skills and experience matrix with reference to the Group's strategies, business model and risk profile, the Board and the Nomination Committee consider that the overall mix of skills and experience of the Directors is appropriate to the Group's needs.

Directors' Time and Directorship Commitments

The Directors disclose to the Company the number and nature of offices held in public companies or organisations and other significant external time commitments with an indication of the time involved twice a year. The Directors are also reminded to notify the Company in a timely manner of any changes to such information.

The Directors have also confirmed that they have given sufficient time and attention to the affairs of the Company during the year ended 31 March 2026.

As at 31 March 2026, none of our Directors, individually, held directorships in more than five public companies listed in Hong Kong (including the Company).

Corporate Governance Report

Commitment to Good Corporate Governance

(Continued)

(1) Leadership (Continued)

Board Committees

The Board has four Board Committees, namely the Audit Committee, the Nomination Committee, the Remuneration Committee and the Risk Management and Sustainability Committee. The Board has delegated authority to various Board Committees to deal with specific matters. The Audit Committee, the Nomination Committee, the Remuneration Committee, and the Risk Management and Sustainability Committee were established with defined terms of reference which are no less exacting than those set out in the applicable provisions of the CG Code. The composition and terms of reference of the Board Committees are reviewed and updated periodically to ensure that they remain appropriate and in line with the Group's business and changes in governance practices.

Executive Board

The Executive Board consists of three Executive Directors, the President of Telecommunication Products and the Group Chief Financial Officer. It is responsible for overseeing the daily operations of the Group under the Board's delegation with support from senior management to review and manage the business, operational and financial performance as well as risk management and internal control of the Group.

As for the responsibilities of day-to-day operations, except for the specific matters which require the approval by the Executive Board in accordance with the Group's approval policy, they are delegated from the Executive Board to the Executive Committees and senior management of the respective product lines. The members of the Executive Committees are also responsible for ensuring that a similar process of delegation is in place within his or her department or responsible areas.

Executive Committees

The Executive Committees' members include the Executive Director(s), President(s) and senior management of the respective product lines appointed by the Executive Board from time to time. Day-to-day management of the product lines is delegated from the Executive Board to the Executive Committees of the respective product lines in accordance with the Group's approval policy. The Board retains control of the key decisions and certain "reserved matters" which will be reviewed annually.

Commitment to Good Corporate Governance (Continued)

(1) Leadership (Continued)

Executive Committees (Continued)



+  Executive Directors

*  Independent Non-executive Directors

 Senior Management

Commitment to Good Corporate Governance (Continued)

(2) Effectiveness

Board Evaluation

The Board recognises the importance and benefits of conducting regular evaluations of its performance. In addition to the ongoing review by the Nomination Committee on the composition and structure of the Board, the Board has adopted a structured process to evaluate its own performance and Directors' contribution every two years since 2017. In March 2025, the Nomination Committee was also delegated the responsibility to support the Company's regular evaluation of the Board's performance.

During FY2026, the Board evaluation was conducted internally in the form of a questionnaire completed by all members of the Board and the Board Committees with the aim of improving the effectiveness of the Board and the Board Committees. The evaluation focused on the composition and diversity, roles and responsibilities, structure, processes and information flows of the Board and the Board Committees, as well as the effectiveness of their performance. The evaluation questionnaire consisted of both quantitative elements based on the ratings to each question, as well as qualitative recommendations on any areas of improvement.

The scope of evaluation on the Board and the Board Committees' effectiveness is set out below:

- roles and responsibilities of the Board and the Board Committees;
- compositions and structures of the Board and the Board Committees;
- processes and information flows of the Board and the Board Committees;
- contributions of the Board and the Board Committees; and
- effectiveness of the performance of the Board and the Board Committees.

Commitment to Good Corporate Governance (Continued)

(2) Effectiveness (Continued)

Evaluation process

The evaluation process involves the following three stages:

Stage 1

Determine the approach

- Conduct the evaluation by completing a comprehensive questionnaire which was anonymous and prepared by the company secretary of the Company (the "Company Secretary").

Stage 2

Discuss and review the results

- Prepare the draft evaluation results.
- Review and discuss the evaluation results by Nomination Committee.
- Present the evaluation results to the Board after the review and discussion by Nomination Committee.
- Report to the Board in a manner that did not identify individuals' specific responses, ensuring that these responses could be as open, frank and informative as possible.

Stage 3

Action plan agreed

- Conclude and agree among Board members on the proposed implementation or action plan upon review of the evaluation results.

Monitor and follow-up

- Circulate the evaluation results with recommendations to the respective Board Committees for their follow-up actions of improvement.

A summary of the findings and evaluation results of the 2025 evaluation, which was anonymous and prepared by the Company Secretary, was presented to the Nomination Committee for review and discussion at the meeting of the Nomination Committee during FY2026 in accordance with the requirements of the new code provision of the CG Code. The evaluation results, after the review and recommendations by the Nomination Committee, were presented to the Board for review and discussion, and the recommendations were also presented to the respective Board Committees for their follow-up actions of improvement. The Board and the Nomination Committee agreed that the Board operated satisfactory, and they were satisfied, in general, with the composition and effectiveness of each Board Committee.

Appointment and Re-election of Directors

All Directors (including the Non-executive Director and the Independent Non-executive Directors) are appointed for a specific term of three years and are subject to retirement by rotation and re-election at least once every three years at the AGMs under the Company's Bye-laws. In accordance with the Company's Bye-laws, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. In addition, any Directors appointed by the Board during the year, either to fill a casual vacancy or as an addition to the Board, shall hold office until the next AGM and shall be subject to retirement by rotation. A formal letter of appointment is issued to the Directors who were appointed or re-elected during the year. The letter deals with the specific terms of appointment and a range of matters regarding the Director's appointment and responsibilities.

Corporate Governance Report

Commitment to Good Corporate Governance (Continued)

(2) Effectiveness (Continued)

Board Independence

Five out of nine Directors were Independent Non-executive Directors, exceeding the requirements of the Listing Rules that at least one-third of the Board (and not less than three Directors) shall be Independent Non-executive Directors. The fact that Independent Non-executive Directors constitute the majority of the Board ensures a robust independent element in our governance structure. This composition enables the Independent Non-executive Directors to exercise independent judgement effectively, as their views are given appropriate weight in Board deliberations.

(i) Mechanism to ensure Independent Views and Input

In order to ensure that independent views and input of the Independent Non-executive Directors are made available to the Board, the Nomination Committee and the Board are committed to assessing the Directors' independence annually with regards to all relevant factors related to the Independent Non-executive Directors, including the following:

- required character, integrity, expertise, experience and stability to fulfill their roles;
- time commitment and attention to the Company's affairs;
- firm commitment to their independent roles and to the Board;
- declaration of conflict of interest in their roles as Independent Non-executive Directors;
- cross-directorships or significant links with other Directors;
- no involvement in the daily management of the Company nor in any relationships or circumstances which would affect the exercise of their independent judgement;
- further re-appointment of an Independent Non-executive Director (including a long-serving Independent Non-executive Director) is subject to a separate resolution to be approved by the shareholders; and an assessment on whether the Independent Non-executive Director is still independent and should be re-elected;
- the Chairman meets with the Independent Non-executive Directors regularly without the presence of the Executive Directors and Non-executive Director;
- access to independent professional advice, as and when required by the Directors; and
- an Independent Non-executive Director as the chairman of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

(ii) Conflict of Interest

Directors are requested to confirm their interests (whether direct or indirect interests) and those of their close associates, if any, in any proposals or transactions to be considered by the Board at Board meetings, and are required to abstain from voting (and not to be counted towards the quorum) on the resolution approving the proposals or transactions in which they or their close associates have a material interest.

None of the INEDs, nor any of their family members, holds more than 1% of the total number of the issued shares of the Company.

Commitment to Good Corporate Governance (Continued)

(2) Effectiveness (Continued)

Board Independence (Continued)

(iii) Independence

The Nomination Committee conducts assessments on the independence of each of our Independent Non-executive Directors. The Board has received from each Independent Non-executive Director a written annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Board considers that the five Independent Non-executive Directors are independent in character and judgement and they also meet the independence criteria set out in Rule 3.13 of the Listing Rules. The written annual confirmations from the Independent Non-executive Directors of their independence also covered their respective immediate family members (as defined under the Listing Rules).

The Nomination Committee and the Board have also taken into account the Independent Non-executive Directors' respective contributions to the Board and their firm commitments to their independent roles.

Dr. William FUNG Kwok Lun has diversified industry experience, brings a wide range of skills and experience to the Group and provides valuable insights and independent advice to the Board and the Company, in particular on the areas of logistics and supply chain operations and dealings with global markets.

Professor GAN Jie has extensive experience in both technology innovation and finance. Her areas of expertise include corporate finance, asset management, the Chinese industrial economy, financial regulation, stock markets and entrepreneurship, which enable her to provide valuable and independent guidance to the Board and the Company.

Professor KO Ping Keung has vast knowledge and experience in a wide spectrum of technologies, especially in areas such as advanced integrated circuits and information technology, and his connections with advanced technology providers and start-up companies of all sizes, especially in China, continue to provide great benefits to the Board and the Company.

Dr. Patrick WANG Shui Chung has vast international experience with extensive knowledge of the manufacturing industry and global business management, and a deep understanding of the environment in which the Company operates, which enable him to provide valuable insights and independent advice to the Board and the Company.

Mr. WONG Kai Man's strong finance, accounting and tax expertise and his firm commitment to his independent role enable him to provide key strategic guidance to the Board and the Company in areas such as financial review, risk management, compliance and internal control.

All members of the Board (including Independent Non-executive Directors) have disclosed to the Company in a timely manner the number and nature of offices held by them in public companies or organisations and other significant commitments, as well as their identity and the time involved. There is no overboarding issue (i.e. holding of more than six Hong Kong listed company directorships).

The high caliber, extensive breadth of knowledge and diverse experience of the Independent Non-executive Directors render each of them an invaluable member of the Board. Their active participation in Board meetings, as well as in meetings of the relevant Board Committees, ensures that they make significant and meaningful contributions to the Board's deliberations and decision-making processes. Moreover, they do not hold any cross-directorships, nor do they have any significant connections with other Directors through involvement in other companies or organizations that could give rise to conflicts of interest in their capacity as Independent Non-executive Directors. They are not involved in the day-to-day management of the Company, nor are they engaged in any relationships or circumstances that might compromise the exercise of their independent judgement. They continue to demonstrate their ability to provide an independent, balanced and objective perspective on the affairs of the Company. The Board and the Nomination Committee believe that each of the Independent Non-executive Directors is able to perform their duties independently and without undue influence from our controlling shareholders or their close associates.

Commitment to Good Corporate Governance (Continued)

(2) Effectiveness (Continued)

Board Independence (Continued)

(iii) Independence (Continued)

The Nomination Committee has conducted a thorough evaluation and affirmed that each of the Independent Non-executive Directors possesses the requisite character, integrity, and experience essential for the position of an independent non-executive Director.

Notwithstanding that certain Independent Non-executive Directors, namely Dr. William FUNG Kwok Lun, Dr. Patrick WANG Shui Chung and Mr. WONG Kai Man, have each served on the Board for more than nine years, the Nomination Committee and the Board remain confident in their continued independence. Throughout their tenures, these Directors have consistently demonstrated objective judgement and provided independent perspectives to the Group, thereby reinforcing the view that the length of their service has not affected their ability to act independently. In addition, each of these Directors has devoted, and will continue to devote, the necessary time and attention to the Company's affairs. Their ongoing commitment and dedication to their roles as Independent Non-executive Directors are evident, and the Board is satisfied that they will continue to fulfil their duties with integrity and independence in mind.

Any further re-appointment of an Independent Non-executive Director (including a long-serving Independent Non-executive Director) is subject to a separate resolution to be approved by the shareholders. Reasons will be given in the circular to shareholders to explain why the Board believes the Independent Non-executive Director is still independent and should be re-elected. If the proposed Independent Non-executive Director will be holding his or her seventh (or more) Hong Kong listed company directorship, the Board will explain in the circular why the proposed Independent Non-executive Director will still be able to devote sufficient time to the Board.

Taking into account all the circumstances described above, the Board and the Nomination Committee believe that each of the Independent Non-executive Directors remains independent. Each Independent Non-executive Director continues to provide invaluable and objective advice to the Board, drawing upon his/her extensive knowledge and experience, which contributes to the Board's diversity and effectiveness. The Board and the Nomination Committee are confident that each Independent Non-executive Director will continue to uphold his/her commitment to the Company.

Board, Board Committees and Shareholders' Meetings

Four Board meetings at approximately quarterly intervals were scheduled during FY2026 with other meetings held as required. Dates of regular Board meetings and Board Committees meetings are scheduled in the prior year to facilitate maximum attendance of Directors. All Committees' meetings are conducted prior to the Board meetings to ensure that all vital matters are reported to the Board in advance and decided upon by the Board in a timely manner. The draft agenda for regular meetings of the Board and Board Committees is usually sent to the Directors at least 14 days before the intended dates of the meetings. Directors are advised to inform the Chairman of the Board and Board Committees before a meeting if they wish to include any matters in the agenda. The agenda, together with the Board papers, are usually sent to the Directors at least three days before the meetings.

Minutes of the meetings of the Board and Board Committees record in sufficient detail the matters considered by the Board and Board Committees, the decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of the minutes of the Board meetings and the Board Committees meetings are sent to all Directors or respective Board Committees members for their comment and records within a reasonable period after the meetings are held. Minutes of the Board meetings and the Board Committees meetings are kept by the Company Secretary. All Directors have access to the advice and services of the Company Secretary and independent professional advice may be sought by the Directors if required.

Corporate Governance Report

Commitment to Good Corporate Governance (Continued)

(2) Effectiveness (Continued)

Board, Board Committees and Shareholders' Meetings (Continued)

The attendance of individual Directors at Board Meetings ("BM"), Audit Committee Meetings ("ACM"), Nomination Committee Meeting ("NCM"), Remuneration Committee Meeting ("RCM"), Risk Management and Sustainability Committee Meetings ("RMSCM") and Annual General Meeting ("AGM") during FY2026 is set out below:

| Meetings attended/Eligible to attend | | | | | | | |
|---|---|-----|-----|-----|-----|-------|-----|
| | | BM | ACM | NCM | RCM | RMSCM | AGM |
|  Executive Directors | Allan WONG Chi Yun <i>(Chairman and Group Chief Executive Officer)</i> | 4/4 | – | 1/1 | – | 2/2 | 1/1 |
| | PANG King Fai | 4/4 | – | – | – | 2/2 | 1/1 |
| | Andy LEUNG Hon Kwong | 4/4 | – | – | – | 2/2 | 1/1 |
|  Non-executive Director | William WONG Yee Lai | 4/4 | – | – | – | – | 1/1 |
|  Independent Non-executive Directors | William FUNG Kwok Lun | 4/4 | 2/2 | 1/1 | 1/1 | – | 1/1 |
| | GAN Jie | 4/4 | 2/2 | 1/1 | – | – | 1/1 |
| | KO Ping Keung | 4/4 | 2/2 | 1/1 | 1/1 | – | 1/1 |
| | Patrick WANG Shui Chung | 4/4 | 2/2 | 1/1 | 1/1 | – | 1/1 |
| | WONG Kai Man | 4/4 | 2/2 | 1/1 | 1/1 | 2/2 | 1/1 |

In addition to the regular Board meetings, the Chairman also held regular meetings with the Independent Non-executive Directors without the presence of the Executive Directors and Non-executive Director during FY2026 that provided an open agenda for the Independent Non-executive Directors to raise matters of interest to the Group with the Chairman.

Appointment and Induction of New Director

Each newly appointed Director has been given a comprehensive, formal, and tailored induction on appointment. Subsequently, the new Director receives briefings and professional development trainings necessary to ensure he/she has a proper understanding of the Company's operations and business, and full awareness of his/her responsibilities under statute and common law, the Listing Rules, legal and other regulatory requirements, and, in particular, the Company's business and governance policies.

Corporate Governance Report

Commitment to Good Corporate Governance (Continued)

(2) Effectiveness (Continued)

Directors' Continuous Professional Development

During FY2026, the Company organised a one-day annual in-house professional training as part of the continuous professional development conducted by external qualified professionals on corporate governance and Listing Rules requirements, financial reporting, taxation, and artificial intelligence regulations and developments for the Directors and relevant staff to develop and refresh their knowledge and skills. The Directors also received an annual training by external qualified professionals on the Listing Rules update arranged by the Company. Materials on the subject of corporate governance and e-learning provided by the Stock Exchange and the materials on anti-corruption are also provided to the Directors from time to time. In addition, the Directors attended other external seminars or briefings and read relevant materials on regulatory updates.

All Directors have provided to the Company their records of trainings received during FY2026. The records are maintained by the Company Secretary for annual review by the Audit Committee.

A summary of Directors' training and continuous professional development completed by each Director for FY2026, including the total number of training hours completed, the format of training (such as internal training, external training, self-study and attending as speaker or panellist), the topics covered and description of the training topics is set out in the table below:

| Directors' Training Topics and Hours <small>(Notes 1 & 2)</small> | | | | | | | | | | | | | | | |
|---|--|-----|---|-----|---|-----|--|------|---|-----|---|------|------|------|------|
| | 1 Board roles, functions, responsibilities and effectiveness | | 2 Legal and regulatory updates | | 3 Corporate governance and ESG | | 4 Risk management and internal controls | | 5 Industry and business updates | | Total number of training hours | | | | |
| Executive Directors | | | | | | | | | | | | | | | |
| Allan WONG Chi Yun <i>(Chairman and Group Chief Executive Officer)</i> | 0.9 | 2.5 | 1.4 | 7.0 | 1.4 | 6.3 | 0.9 | 8.8 | 13.4 | 1.5 | 1.0 | 45.1 | | | |
| PANG King Fai | 0.9 | 2.3 | 1.4 | 6.8 | 1.4 | 5.8 | 0.9 | 4.8 | 13.4 | 1.5 | | 39.2 | | | |
| Andy LEUNG Hon Kwong | 0.9 | 2.3 | 1.4 | 6.8 | 1.4 | 5.8 | 0.9 | 4.8 | 16.4 | 1.5 | 16.0 | 58.2 | | | |
| Non-executive Director | | | | | | | | | | | | | | | |
| William WONG Yee Lai | | 3.2 | 0.5 | 7.7 | 0.5 | 6.7 | | 5.7 | | 2.4 | | 26.7 | | | |
| Independent Non-executive Directors | | | | | | | | | | | | | | | |
| William FUNG Kwok Lun | | 5.2 | 1.0 | 0.5 | 10.7 | 2.0 | 0.5 | 10.9 | 2.0 | 8.9 | 2.0 | 2.4 | 10.8 | 5.1 | 62.0 |
| GAN Jie | | 3.2 | | 0.5 | 7.7 | | 0.5 | 6.7 | | 5.7 | | 2.4 | | 26.7 | |
| KO Ping Keung | | 3.2 | | 0.5 | 7.7 | | 0.5 | 6.7 | | 5.7 | | 2.4 | | 26.7 | |
| Patrick WANG Shui Chung | | 3.2 | | 0.5 | 7.7 | | 0.5 | 6.7 | | 5.7 | 25.0 | 2.4 | | 51.7 | |
| WONG Kai Man | 0.9 | 2.3 | 6.0 | 1.4 | 6.8 | 1.0 | 1.4 | 5.8 | 1.0 | 0.9 | 4.8 | 0.9 | 1.5 | 1.0 | 35.7 |

Commitment to Good Corporate Governance (Continued)

(2) Effectiveness (Continued)

Directors' Continuous Professional Development (Continued)

Note 1:

Topic 1: Board roles, functions, responsibilities and effectiveness – to enhance Directors' understanding of the roles and duties of the Board and individual Directors.

Topic 2: Legal and regulatory updates – to equip Directors to procure the Company's compliance with the Listing Rule and to deepen their understanding of applicable Hong Kong laws and regulations.

Topic 3: Corporate governance and ESG – to refresh and broaden Directors' understanding of corporate governance and ESG matters, including developments in sustainability and climate-related issues.

Topic 4: Risk management and internal controls – to enhance Directors' understanding of the relevant scope and requirements for effective risk management and internal control systems, and the Board's responsibilities in these areas.

Topic 5: Industry and business updates – to enable Directors to further their knowledge of industry trends and business developments relevant to the Company.

Note 2:

- Internal training organised in-house by the Company
- External training organised by external training providers such as independent governance specialists, the Stock Exchange, professional, industry, business or other external bodies or entities
- Self-study includes reading professional materials, watching professional videos, listening to professional podcast etc., and in each case related to the five specified training topics
- Attending industry event as speaker or panelist

(3) Accountability

Responsibilities in respect of Financial Statements

The Directors are responsible for overseeing the preparation of the consolidated financial statements for FY2026 to give a true and fair view of the financial position of the Group as at that date and of its financial performance for the year then ended. In doing so, the Directors have adopted the appropriate accounting policies, applied them consistently in accordance with the International Financial Reporting Standards and made judgements and estimates that are prudent and reasonable in preparing the consolidated financial statements on a going concern basis.

The Directors are responsible for ensuring the maintenance of proper accounting records, safeguarding of the assets of the Company and taking reasonable steps for the prevention and detection of fraud and other irregularities.

The management provide the Board with monthly updates giving a balanced and understandable assessment of the Company's financial and operating performance, position and prospects in sufficient detail.

The statement by the external auditor of the Company regarding its responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 113 to 115 of the 2026 Annual Report.

Company Secretary

The Company Secretary is an employee of the Company, reports to the Chairman and is responsible for providing advice to the Board for ensuring the Board procedures are followed. The Company Secretary has taken no less than 15 hours of relevant professional training and has duly complied with the training requirement under Rule 3.29 of the Listing Rules.

Risk Management and Internal Control

The Board acknowledges that it is responsible for reviewing the risk management and internal control systems. As such, the Board, through the Audit Committee and the Risk Management and Sustainability Committee, reviews the overall appropriateness and effectiveness of the Group's material controls including financial, operational and compliance controls, risk management process, information systems security and effectiveness of financial reporting process and compliance with the Listing Rules.

Corporate Governance Report

Commitment to Good Corporate Governance

(Continued)

(3) Accountability (Continued)

Risk Management and Internal Control (Continued)

Starting from FY2026, management will provide confirmation on the appropriateness and effectiveness of the risk management and internal control systems to the Board of Directors through the Risk Management and Sustainability Committee and the Audit Committee. Control owners are required to conduct self-assessments and attest to the effectiveness of the systems within their areas of responsibility via management representation letters submitted to the Executive Board. Each member of the Executive Board then signs these letters to attest to the appropriateness and effectiveness of the Group's risk management and internal control systems. For FY2026, management confirmed that the systems were appropriate and operating effectively.

The main features of the Company's risk management and internal control systems comprise:

(i) Risk Management System

Risk Appetite

The Risk Management and Sustainability Committee assists the Board in fulfilling its oversight responsibilities by advising the Board on the Group's risk profile, tolerance and satisfying that the Company's strategy reflects an appropriate consideration of risk appetite.

VTech's risk appetite defines the nature and extent of risks that the Group is willing to assume in pursuit of its strategic and business objectives. It is anchored in VTech's Culture and Values Framework, ensuring that a strong culture of integrity, accountability and innovation is consistently embedded within the Group's risk-taking commitments. The Group undertakes only reasonable and manageable risks that are aligned with its strategy and business plans, supported by rigorous risk management processes to ensure such risks are effectively managed and do not expose the Group to the following:

- significant safety hazards that pose serious risks to the health and well-being of employees, contractors, and the general public;
- material financial losses that pose a significant threat to the Group's financial viability and hinder the execution of its business strategy;

- business disruptions that may materially affect the Group's operations and overall performance; and
- significant damage to the Group's brand and reputation.

Risk Register

As part of its risk management system, the Company maintains a Composite Risk Register to record the significant risks of the Company's key business processes and the corresponding risk mitigating actions. The Composite Risk Register is reviewed by the Risk Management and Sustainability Committee twice a year. Department representatives of each key business unit/function maintain a risk register documenting the significant risks along with the corresponding risk responses. To facilitate the review by the Risk Management and Sustainability Committee, the Internal Audit Department coordinates the reporting of the risks identified by the department representatives of each key business unit/function through a Composite Risk Register. The Internal Audit Department also reviews the effectiveness of the continuing operation of certain risk mitigating actions through operational audit projects.

(ii) Internal Control System

The Group's internal control system aims at safeguarding assets from inappropriate use, maintaining proper accounts and ensuring compliance with regulations. The management is primarily responsible for the design, implementation and maintenance of the internal control system. The system is designed to provide reasonable, but not absolute, assurance against misstatement or loss, and to manage risks of failure in the operation of the Company. The Company has an internal audit function which monitors the appropriateness and effectiveness of the system and the procedures for monitoring by key operations.

The Group has put in place an organisational structure with formal and clearly defined lines of responsibility and delegation of authority. There are also established procedures for financial planning, capital expenditure, treasury transactions, information and reporting systems, and monitoring of the Group's businesses and their performance.

Commitment to Good Corporate Governance

(Continued)

(3) Accountability (Continued)

Risk Management and Internal Control (Continued)

(ii) Internal Control System (Continued)

The Group maintains procedures and internal control measures to ensure timely and accurate disclosure of inside information and any other information required to prevent a false market in the Company's shares. The Company is required to disclose inside information as soon as reasonably practicable in accordance with the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and the Listing Rules. The Company has adopted the Model Code to ensure that Directors and senior management of the Group are prohibited from dealing in the Company's shares when they possess inside information. The Company also establishes a Continuous Disclosure Policy to assist employees to monitor certain relevant aspects of the Group so that potential inside information can be promptly brought to the attention of the Board and enable the Board to make timely decisions on disclosure and communicating such information with the relevant stakeholders. We ensure, through our internal reporting processes and the consideration of their outcome by senior management of the Group, the appropriate handling and dissemination of inside information. We operate with close regard to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission.

(iii) Internal Audit Department

The Group's Internal Audit Department has been established for more than 20 years and the Internal Audit Department has direct access to the Audit Committee. Every year, the Internal Audit Department carries out a risk assessment on each identified audit area and devises an annual audit plan according to the nature of business and risk exposures, and the scope of work includes operational and compliance reviews. The Internal Audit Department reviews the annual audit plan periodically and makes adjustments to it where appropriate. The annual audit plans, with subsequent adjustments where appropriate, are reviewed and approved by the Audit Committee. In addition to the approved schedule of work, the Internal Audit Department conducts other review and investigative work as may be required.

The Audit Committee receives summary reports from the Internal Audit Department on the results of operational and compliance reviews conducted to assess the appropriateness and effectiveness of the risk management and internal control systems twice a year. The results of these reviews, together with management's responses to the recommended corrective actions, are also reported to the Executive Directors and senior management. The Internal Audit Department is responsible for monitoring the progress of corrective actions to ensure that identified deficiencies are remediated. For FY2026, none of the control weaknesses identified had a material impact on the financial statements.

(iv) Code of Conduct

The Company's policy on the Code of Conduct is also an important part of the Group's internal control framework. The Code of Conduct is a set of written core standards of behaviour expected of all employees across the Group. It includes provisions addressing a wide range of areas which cover, among others, improper business courtesies, conflicts of interest, handling of confidential and proprietary information and intellectual property, relationships with suppliers, contractors, customers, and business partners, competing with integrity, international trade and interacting with governments, environmental protection, occupational health and safety, respect of labour and human rights, and equal opportunities.

Employees are required to strictly follow the Code of Conduct to ensure that the Group operates to the highest standards of business behaviour and ethics in our dealings with customers, business partners, shareholders, employees, and the business community. Employees are required on joining to confirm that they understand and accept the requirements and standards laid down in the Code of Conduct as applicable to their role and position in the Group, and in addition, avail themselves to attend and complete various governance trainings provided online, and provide annual confirmation of compliance in writing. The Code of Conduct is reviewed periodically to align it with the industry best practice and was last updated in April 2022.

Full details of VTech's Code of Conduct are available on www.vtech.com/en/about-us/corporate-governance/.

Commitment to Good Corporate Governance

(Continued)

(3) Accountability (Continued)

Risk Management and Internal Control (Continued)

(v) Whistleblowing Policy

The Group maintains a Whistleblowing Policy to facilitate the raising of matters of serious concern by employees and those who deal with the Company (e.g. customers and suppliers), in confidence and anonymity, without the fear of retaliation. Procedures are established for employees to report complaints and suspected internal malpractices directly to the Head of Internal Audit, who will review the complaints and determine the appropriate mode of investigation and subsequent corrective action.

Recommendations on improvements to controls and procedures identified during the course of the investigation are communicated to the respective department's senior management for implementation.

The nature, status and the results of the complaints received under the Whistleblowing Policy are reported to the Chairman of the Audit Committee on a quarterly basis and to the Audit Committee twice a year. No incident of fraud or misconduct was considered to have a material effect on the Group's financial statements or overall operations for FY2026. The Whistleblowing Policy is reviewed periodically to align it with the industry best practice and was last updated in May 2025.

Full details of VTech's Whistleblowing Policy are available on www.vtech.com/en/about-us/corporate-governance.

(vi) Anti-Corruption Policy

The Group is committed to achieving the highest standards of business conduct and has zero tolerance for corruption and related malpractice. The Anti-Corruption Policy forms an integral part of the Group's corporate governance framework. Other relevant policies of the framework, including the Code of Conduct, the Policy on Gifts, Entertainment and Gratuities, and the Whistleblowing Policy, outline the Group's expectations and requirements of business ethics, as well as the investigation and reporting mechanism for suspected corruption practices.

The Anti-Corruption Policy sets out the specific behavioural guidelines that VTech personnel and business partners must follow to combat corruption. It demonstrates VTech's commitment to the practice of ethical business conduct and the compliance with the anti-corruption laws and regulations that apply to its local and foreign operations.

Every employee, officer and member of the Board must act with the utmost integrity, defined not only by the applicable laws and regulations, but also by the determination to do the right thing in all circumstances.

Regular training for employees to enhance their understanding of the policy requirements is organised. The annual declaration made by our staff under the Code of Conduct includes their confirmation of the compliance with the Policy. The Anti-Corruption Policy is reviewed periodically to align it with the applicable laws and regulations and was last updated in May 2022.

Full details of VTech's Anti-Corruption Policy are available on www.vtech.com/en/about-us/corporate-governance.

As stated in the "Audit Committee Report" section, the Audit Committee is satisfied that the risk management and internal control systems of the Group for FY2026 and up to the date of the 2026 Annual Report continued to be effective and appropriate. The Board also concurs with the view of the Audit Committee and considers its risk management and internal control systems are effective and appropriate during FY2026.

Liability Insurance for the Directors

The Company purchases annually Directors' and officers' liability insurance for members of the Board to provide protection against claims arising from the lawful discharge of duties by the Directors.

Commitment to Good Corporate Governance

(Continued)

(4) Shareholder Engagement

Continuous Disclosure Policy

The Company establishes a Continuous Disclosure Policy to set out the Group's procedures for monitoring developments in our businesses for inside information and communicating such information with our shareholders, analysts, media and other stakeholders in accordance with the inside information disclosure requirement under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and the Listing Rules. The Continuous Disclosure Policy is reviewed periodically to align it with the applicable laws and regulations as well as the industry best practice, and was last updated in May 2022.

Full details of VTech's Continuous Disclosure Policy are available on www.vtech.com/en/about-us/corporate-governance.

Shareholders' Rights

The general meetings of the Company provide an opportunity for communication between shareholders and the Board. An AGM shall be held in each year at the time and place determined by the Board.

(i) Procedure for shareholders to convene special general meeting

Under the Company's Bye-laws, in addition to regular AGMs, the Board, on the requisition of shareholders of the Company holding not less than 10% of the paid-up capital of the Company, may convene a special general meeting to address specific issues of the Company within 21 days from the date of deposit of written notice to the registered office of the Company. The requisition(s) must state the purposes of the meeting, and must be signed by the requisitioner(s).

(ii) Procedure for shareholders to propose resolution at AGM

Shareholders holding not less than 5% of the total voting rights of all the shareholders or not less than 100 shareholders may propose any resolutions at the AGM and circulate to other shareholders a written statement with respect to the matter to be dealt with at the AGM by sending a written notice of their proposals to the Company Secretary at the Company's principal office at the address of 23rd Floor, Tai Ping Industrial Building, Block 1, 57 Ting Kok Road, Tai Po, New Territories, Hong Kong, or by email to investor_relations@vtech.com.

(iii) Procedure for shareholders to propose a person for election as a Director

The procedures for proposing a person for election as Director at a general meeting are set out in the "Corporate Governance" of the Company's website.

(iv) Procedure for shareholders to send enquiries to the Board

Shareholders may send their enquiries requiring the Board's attention to the Company Secretary at the Company's principal office at the address of 23rd Floor, Tai Ping Industrial Building, Block 1, 57 Ting Kok Road, Tai Po, New Territories, Hong Kong or by email to investor_relations@vtech.com.

Annual General Meeting

VTech's AGM is held in July each year. The AGM, which is attended by the Directors, senior management, external auditor and lawyer, is an important event for the Board to communicate with its shareholders on the Group's business performance and affairs every year.

In order to ensure that the shareholders have sufficient time to review the AGM notices, annual report and financial statements, all the AGM related documents are despatched to the shareholders at least 20 clear business days before the AGM.

VTech also conducts all votings at the AGM by poll with the whole process scrutinised by the Company's share registrar in attendance of the AGM. Procedures for conducting the poll are explained at the AGM prior to taking the poll. The results of the voting on the resolutions are announced and posted on the websites of the Stock Exchange and the Company.

The 2026 AGM will be held on 23 July 2026. The Notice of the 2026 AGM, which constitutes a part of a circular to the shareholders, will be sent together with the 2026 Annual Report. The Notice of the 2026 AGM, the circular which sets out details of the business to be conducted at the 2026 AGM, and the proxy form will be available on the websites of the Stock Exchange and the Company. The results of the voting on the proposed resolutions will be published on the websites of the Stock Exchange and the Company after the 2026 AGM is held.

Changes in Constitutional Documents

During FY2026, there was no change in the Company's constitutional documents.

The current Bye-laws of the Company is available for download from the websites of the Stock Exchange and the Company.

Commitment to Good Corporate Governance

(Continued)

(4) Shareholder Engagement (Continued)

Shareholders Communication Policy

The Company has established a Shareholders Communication Policy to set out the procedures for providing shareholders and the investment community with ready, equal and timely access to balanced and understandable information about the Company. This is 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. The Board is responsible for overseeing the implementation of the Shareholders Communication Policy and the Company's engagement with shareholders.

Shareholders and the investment community may send their enquiries and opinions to the Board by addressing them to the Company Secretary by email to investor_relations@vtech.com or by post to the Company's head office. They can also make a request for publicly available Company information by email to investor_relations@vtech.com, by post addressed to the Company's principal office, by completing the contact form on the Company's website or through the Company's share registrar.

The Board reviews the implementation and effectiveness of the Shareholders Communication Policy annually. The most recent review was conducted in May 2026 and the effectiveness of the policy was confirmed, as multiple channels for communication and engagement were in place and proving effective. Full details of VTech's Shareholders Communication Policy are available on www.vtech.com/en/about-us/corporate-governance.

Shareholder Relations

The Board recognises the importance of maintaining an ongoing dialogue with shareholders and engages with them through various channels such as AGMs, analyst briefings, investor meetings, factory visits and corporate events. These allow shareholders, institutional investors and analysts to interact directly with the Chairman, Group President, Chief Executive Officer of Contract Manufacturing Services, Group Chief Financial Officer and other senior executives. Such interaction also ensures shareholders and investors receive comprehensive updates on the Company's strategies, products, operations and financial performance.

During FY2026, the Group hosted 76 investor meetings, participated in three non-deal roadshows in Hong Kong and Shenzhen, and attended investment conferences in the UK and China. The investor relations team hosted a delegation of 12 institutional investors, shareholders and analysts to the Group's manufacturing facilities in Dongguan, China. At the China Toy Expo in Shanghai, over 20 institutional investors visited the VTech booth to learn about the Group's latest ELPs in the region.

In FY2026, the investor relations team managed over 60 enquiries from the investment community. These ranged from call and meeting requests to investment conference invitations and requests for corporate and product information. Most of these enquiries were addressed directly by the Head of Corporate Marketing and the investor relations team. Product-specific questions were directed to the appropriate marketing, public relations and customer service teams to ensure prompt and accurate responses.

The Executive Directors review the Company's investor engagement initiatives twice a year. Regular reports detailing the nature, frequency and key outcomes of shareholder engagements are provided to the Board, which takes material feedback into account when reviewing the Group's strategy, risk management and ESG priorities. Additionally, they evaluate AGM proxy research reports and voting results annually to understand shareholder concerns and identify areas for further improvement. To foster mutual understanding, feedback from the investment community is consistently shared with the Board and senior management. Shareholders and investors are encouraged to direct questions and share their views by emailing the Group's dedicated mailbox: investor_relations@vtech.com. In FY2026, major areas of interest and concern for shareholders and the investors included:

- financial and business performance of the Group;
- impact of significant external events, notably the change of US tariff policy, conflict in the Middle East and rising geopolitical tensions;
- latest business developments at the Group, such as new product launches and expansion into new markets; and
- ESG-related topics, such as board governance and greenhouse gas emission.

Corporate Governance Report

Commitment to Good Corporate Governance

(Continued)

(4) Shareholder Engagement (Continued)

Shareholder Relations (Continued)

These topics were reported to and discussed by the Executive Directors and, where material, the Board, which considered them in its ongoing review of the Group's strategy, risk management framework and sustainability initiatives.

More details of the methods used to communicate with shareholders and the investment community are set out in the "Investor Relations" section of the 2026 Annual Report on pages 102 to 104.

Financial Key Dates

The financial calendar highlighting important dates for the shareholders in FY2026 is set out in the "Investor Relations" section of the 2026 Annual Report and is also available on the Company's website.

Dividend Policy

The Company establishes a Dividend Policy to set out the guidelines for the Board to determine (i) whether dividends are to be declared and paid for the relevant financial year/period; and (ii) if so, the amount of dividends to be paid to the shareholders. The Dividend Policy aims to allow the shareholders to share the Company's results of operation and benefit from its profit whilst allowing the Company to retain adequate reserves to fund its business growth and investment opportunities.

Generally, the Company declares and pays dividends twice a year, which are the interim dividend and final dividend. The Board may declare special dividend in addition to such dividends at its sole discretion as it considers appropriate. Any declarations of dividends may or may not reflect the historical declarations of dividends.

In determining and recommending the frequency, amount and form of any dividend in any financial year/period, the Board shall consider the following factors:

- actual and expected results of operations, cash flow and financial performance of the Group;
- global economic conditions and other factors that may have an impact on the business operation or financial performance of the Group;
- the Group's business strategies, current and future operations, liquidity position and capital requirements, including future cash commitments and investment needs to sustain the long-term growth of the business;
- any restrictions on payment of dividends in the Company's bye-laws, the relevant laws and regulations or which may be imposed by the Group's lenders or other contract parties; and
- any other factors that the Board deems appropriate.
- any declaration and payment of future dividends under the Dividend Policy are subject to the Board's satisfaction that the same would be in the best interests of the Company and its shareholders as a whole.

Full details of VTech's Dividend Policy are available on www.vtech.com/en/about-us/corporate-governance.

Corporate Governance Report

Audit Committee Report

Committee Members

The Audit Committee is chaired by Mr. WONG Kai Man, with Dr. William FUNG Kwok Lun, Professor GAN Jie, Professor KO Ping Keung and Dr. Patrick WANG Shui Chung as members. All of the members are Independent Non-executive Directors.

Mr. WONG Kai Man, as the chairman of the Audit Committee, has the appropriate financial management expertise as required under the Listing Rules.

Roles and Responsibilities

The Audit Committee has been established to assist the Board in fulfilling its overseeing responsibilities for financial reporting, risk management, corporate governance functions, and evaluation of internal control systems and internal auditing processes. The Audit Committee also ensures that the Group complies with all applicable laws and regulations.

The Audit Committee is also responsible for overseeing the effectiveness of formal procedures for employees to raise any matters of serious concerns and is required to review any reports made by the Internal Audit Department in this regard.

Furthermore, the Audit Committee acts as the key representative body for overseeing the Group's relationship with the external auditor, reviews and monitors the external auditor's independence and the effectiveness of the audit process in accordance with applicable standards.

Terms of Reference

The terms of reference of the Audit Committee are available on www.vtech.com/en/about-us/directors-board-committees.

Highlights of the Committee's Work in FY2026

The Audit Committee held two meetings during FY2026. In addition to the Audit Committee members, the meetings were attended by the Group Chief Executive Officer, the Company Secretary and Head of Internal Audit, the Group Chief Financial Officer, and the external auditor of the Company.

The work performed by the Audit Committee during FY2026 included, but not limited to, reviewing the following before recommending the relevant items to the Board for consideration and approval:

- Group's audited consolidated financial statements and reports for the year ended 31 March 2025;
- report from the external auditor for the year ended 31 March 2025;
- corporate governance report setting out the corporate governance policies and practices in the 2025 Annual Report in compliance with the CG Code;
- training and continuous professional development of the Directors and senior management for the year ended 31 March 2025;
- adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, financial reporting and internal audit functions, and those relating to the ESG reporting for the year ended 31 March 2025;
- fee level and nature of non-audit work performed by the external auditor for the year ended 31 March 2025;
- re-appointment of the external auditor and its remuneration for FY2026;
- key ESG issues, performance (including risks and strategies) and the 2025 Sustainability Report;
- Group's unaudited Interim Financial Report and unaudited interim results for the six months ended 30 September 2025;
- report from the external auditor based on limited agreed-upon procedures on the Group's unaudited interim results for the six months ended 30 September 2025;
- corporate governance section setting out the corporate governance policies and practices in the 2025/2026 Interim Report in compliance with the CG Code;
- accounting principles and practices adopted by the Group;

Corporate Governance Report

Audit Committee Report (Continued)

Highlights of the Committee's Work in FY2026 (Continued)

- cashflow projections to support the proposed FY2025 final dividend payment;
- respective audit plans of the internal and external auditors;
- significant findings by the Internal Audit Department and recommendations for corrective actions;
- major findings related to the investigations made under the Whistleblowing Policy; and
- updated Internal Audit Charter.

On the date of the 2026 Annual Report, the Audit Committee reviewed the Group's audited consolidated financial statements and reports for FY2026 in conjunction with the Company's external auditor and senior management before recommending them to the Board for consideration and approval. The financial results of the Group for FY2026 have been reviewed with no disagreement by the Audit Committee. The Audit Committee reviewed the cash flow projections to support the proposed FY2026 final dividend payment, and recommended them to the Board for approval. Furthermore, the Audit Committee reviewed and approved the Quality Assurance and Improvement Program of the Internal Audit Department, the key ESG issues and the related risks and strategies, and the 2026 Sustainability Report. The Audit Committee also reviewed the evaluation results and recommendations of 2025 Board and Board Committees self-evaluation relating to the Audit Committee and the Policy on Provision of Non-Assurance Services by Auditor.

In addition to the above, the Audit Committee assisted the Board in meeting its responsibilities for overseeing the Company's risk management and internal control systems to ensure appropriateness and effectiveness of the systems during FY2026. It reviewed the process by which the Group evaluates its control environment and risk assessment procedures, and the way in which business risks are managed twice a year.

It should be noted that an internal control system no matter how well it is designed and operated, can only provide reasonable but not absolute assurance that the objectives of the internal control system, such as safeguarding assets from inappropriate use, material transactions being executed

according to the Group's policies or ensuring compliance with regulations, are met. As a result, it should not be expected that internal control system will prevent or detect all errors and frauds.

Based on the information received from the management (including the Risk Management and Sustainability Committee and Data Security Governance Board), the external auditor and the Internal Audit Department, the Audit Committee is satisfied that the overall financial and operational controls, risk management and internal control systems for FY2026 and up to the date of the 2026 Annual Report are effective and appropriate.

Internal Audit

The Audit Committee reviews the report prepared by the Head of Internal Audit. The report covered the implementation status of the annual internal audit plan, whistleblowing complaints received and the corresponding status of investigation, as well as the effectiveness and appropriateness of the Group's overall financial, operational and compliance controls. The scope of work for the audit projects under the annual audit plan included operational and compliance reviews. None of the control weaknesses identified through the operational and compliance reviews had a material impact on the financial statements. The internal audit plan for the upcoming financial year was presented to the Audit Committee for review and approval. Based on the information received from the Head of Internal Audit, the Audit Committee is satisfied that the internal audit function of Group is operating effectively.

External Auditor

The Audit Committee meets with the external auditor to review the nature, scope and results of its audit with senior management. The external audit engagement partner is subject to periodical rotation of not more than seven years.

During FY2026, the fees in respect of audit services and non-audit services provided by KPMG, the external auditor, are summarised below:

| | FY2026 US\$ million | FY2025 US\$ million |
|------------------------|------------------------|------------------------|
| Audit services | 0.8 | 0.8 |
| Audit related services | 0.1 | 0.1 |
| Tax services | 0.8 | 0.8 |

Nomination Committee Report

Committee Members

The Nomination Committee is chaired by Dr. William FUNG Kwok Lun, with Professor GAN Jie, Professor KO Ping Keung, Dr. Patrick WANG Shui Chung, Mr. WONG Kai Man and Dr. Allan WONG Chi Yun as members. The majority of the members of the Nomination Committee are Independent Non-executive Directors.

Roles and Responsibilities

The Nomination Committee is responsible for reviewing the structure, size and composition of the Board, monitoring the implementation and effectiveness of the Nomination Policy and the Board Diversity Policy for appointment of Director(s) to the Board as appropriate and assisting the Board in maintaining a Board skills matrix.

The Nomination Committee is also responsible for reviewing the assessment of each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively under the Listing Rules, assessing the independence of the Independent Non-executive Directors under the Listing Rules, and making recommendations to the Board on the appointment or re-appointment of the Directors and succession planning for the Directors.

Furthermore, the Nomination Committee is responsible for reviewing the implementation and effectiveness of the independence mechanism annually and support the Company's regular evaluation of the Board's performance.

Nomination Policy

The Nomination Policy sets out the selection criteria and procedures for the Nomination Committee to select and recommend suitable candidates for directorship. These criteria and procedures are designed to assist and enable the Board to have all the relevant information and necessary recommendations for determining the suitability of a candidate for appointment so that the Board shall continue to have a balance of skills, experience and diversity of perspectives appropriate to the requirements and ongoing and future development of the Company's business.

The Nomination Committee shall consider a variety of factors in assessing the suitability of a proposed candidate for directorship, including but not limited to the following selection criteria:

- Board Diversity Policy that takes into consideration a number of factors including gender, age, cultural and educational background, skills, knowledge, industry and professional experience, business perspectives and the legitimate interests of the Company's principal shareholders;
- accomplishment and experience appropriate to the requirements of the Company's business;
- commitment in respect of sufficient time, interest and attention to the Company's business; and
- compliance with the criteria of independence under the Listing Rules for the appointment of an Independent Non-executive Director.

If the Board recognises the need to appoint a new Director subject to the provisions of the Company's Bye-laws, the Nomination Committee would generally adopt the following procedures:

- the Nomination Committee, with or without assistance from external agencies, will identify candidates in accordance with the selection criteria and factors including such other factors as may be considered by the Nomination Committee from time to time;
- the Nomination Committee will consider and evaluate the merits of each identified candidate;
- the Nomination Committee will recommend the candidate(s) considered most suitable for the Board's consideration and, if the Board deems fit, appointment as a Director in accordance with the Company's Bye-laws;
- the Board will decide on the appointment based upon the recommendation of the Nomination Committee; and
- the Company Secretary shall ensure all disclosure obligations under the Listing Rules regarding the appointment are duly complied.

Nomination Committee Report (Continued)

Roles and Responsibilities (Continued)

Nomination Policy (Continued)

In considering the re-appointment of any existing member(s) of the Board, the Nomination Committee shall review the retiring Director's overall contribution to the Company as well as the selection criteria set out in the Nomination Policy and the Board Diversity Policy. The Nomination Committee will then make recommendations to the Board for its consideration, with the Board determining whether to recommend the proposed Directors for re-election at the annual general meeting.

Candidates for appointment as Directors may also be sourced internally or externally through various channels such as using the services of specialist executive search firms. The aim is to appoint individuals of the highest calibre in their area of expertise and experience.

During FY2026, the Nomination Committee concluded that no further change to the Nomination Policy was needed.

Full details of VTech's Nomination Policy are available on www.vtech.com/en/about-us/corporate-governance.

Board Diversity Policy

The Board Diversity Policy sets out the approach to achieve diversity on the Board. 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.

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 that each diversity aspect may have for the Board.

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.

To ensure the effectiveness and relevance of the Board Diversity 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.

During FY2026, the Nomination Committee concluded that no further change to the Board Diversity Policy was needed.

Full details of VTech's Board Diversity Policy are available on www.vtech.com/en/about-us/corporate-governance.

Board Diversity

As for the diversity of the Board, the Directors were satisfied, in general, with the diversity of the Board and each Board Committee in accordance with the Board Diversity Policy, which requires annual review by the Nomination Committee.

The Directors also recognised that the Board's diversity could be further enhanced in the areas of gender and age group. The Board would continue to take initiatives to identify suitable candidates to strengthen the Board's diversity and targeted to at least maintain the current level of female representation of the Board. To develop a pipeline of potential successors to the Board to achieve gender diversity, the Nomination Committee will continue to select appropriate candidates through various channels and make recommendations to the Board based on the Board Diversity Policy and the Nomination Policy of the Company.

Corporate Governance Report

Nomination Committee Report (Continued)

Roles and Responsibilities (Continued)

Board Diversity (Continued)

VTech promotes a culture of integrity with human resources management policies in place to foster a caring atmosphere with mutual respect in the workplace. It has a Human Rights Policy and a Workforce Diversity Policy in place to protect and safeguard the human rights of its stakeholders, including the employees. It is committed to building a diverse workforce and providing equal employment opportunities for all its employees. We also take steps to promote diversity at all levels including the Board of Directors, management positions and general staff. VTech targets to achieve or maintain the percentage of women in the workforce at or above 40.0%, and percentage of women in management positions at or above 25.0%. In FY2026, VTech's global workforce consisted of 41.6% women (excluding senior management), while 10.0% of senior management and 26.5% of management positions held by women respectively. We regularly review and refine our recruitment and hiring practices to identify areas for improvement in attracting, hiring and retaining diverse talent. For details of our Workforce Diversity Policy, please refer to: www.vtech.com/en/about-us/corporate-governance. For details of our Human Rights Policy, please refer to sustainability.vtech.com/VTech_Human_Rights_Policy_Eng.

The Nomination Committee also periodically reviews the measurable objectives relevant to the Board composition in accordance with the Board Diversity Policy, and monitors the progress on achieving those objectives to ensure that the policy is implemented effectively. The Board currently has one female Director and as such has achieved gender diversity in respect of the Board. The Nomination Committee considered that gender diversity of the Board has been well maintained during the financial year.

The Nomination Committee is of the opinion that the current structure of the Board is reasonable and appropriate for the time being, and the experiences and skills of the Directors in various aspects and fields can enable the Company to meet its ongoing and future development of the Company businesses. The Nomination Committee will continue to identify suitable candidates to enrich the Board's skills and diversity to strengthen the Board's capability and support its strategic decision-making.

Terms of Reference

The terms of reference of the Nomination Committee are available on www.vtech.com/en/about-us/directors-board-committees.

Highlights of the Committee's Work in FY2026

The Nomination Committee had held one meeting during FY2026. The work performed by the Nomination Committee during FY2026, included, but not limited to, reviewing the following:

- structure, size and composition (including the Board skills matrix) of the Board;
- Board Diversity Policy and its implementation and effectiveness;
- Nomination Policy and its implementation and effectiveness;
- each Director's time commitment and contribution to the Board, as well as their ability to discharge their responsibilities;
- independence of the Independent Non-executive Directors;
- implementation and effectiveness of the mechanism that independent views and input are available to the Board;
- succession planning for Directors;
- re-election of retiring Directors at the 2026 AGM; and
- 2025 Board and Board Committees self-evaluation.

Corporate Governance Report

Remuneration Committee Report

Committee Members

The Remuneration Committee is chaired by Dr. Patrick WANG Shui Chung, with Dr. William FUNG Kwok Lun, Professor KO Ping Keung and Mr. WONG Kai Man as members. All of the members are Independent Non-executive Directors.

Roles and Responsibilities

The Remuneration Committee is responsible for reviewing all elements of the Executive Directors' and senior management's remunerations and making recommendations to the Board. The Remuneration Committee reviews the emoluments of Executive Directors and senior management based on skills, knowledge and performance, together with reference to the salaries paid by comparable companies, time commitment and responsibilities, the prevailing market conditions, the financial performance of the Company, employment conditions elsewhere in the Group, and the desirability of performance-based remuneration linking rewards to corporate and individual performance. In addition, the Remuneration Committee is also responsible for reviewing and approving matters relating to the share schemes under the Listing Rules.

Terms of Reference

The terms of reference of the Remuneration Committee are available on www.vtech.com/en/about-us/directors-board-committees.

Highlights of the Committee's Work in FY2026

The Remuneration Committee had held one meeting during FY2026. The work performed by the Remuneration Committee during FY2026 included, but not limited to, reviewing the following before recommending them to the Board for consideration and approval:

- policy for the remuneration of Executive Directors and senior management;
- benchmarking of the remuneration package of the Executive Directors and senior management with reference to comparable business and size;

- proposed annual salaries increment for Executive Directors and senior management;
- performance-related remuneration packages for Executive Directors and senior management. The management bonus and long-term incentive awards for Executive Directors and senior management, which are linked to corporate and individual performance, and the financial performance of the business for which they are responsible, have been reviewed and approved by the Remuneration Committee;
- proposed revision of Directors' fees for year ending 31 March 2027 with reference to, among other things, the average annual directors' fees of directors of similar listed companies in Hong Kong as well as the other major manufacturing companies; and
- revision to the Remuneration policy.

The Remuneration Committee also reviewed and approved the grant of awarded shares to certain senior management and management staff under the Share Award Scheme during FY2026. The awarded shares are purchased on the Stock Exchange by the trustee of the Share Award Scheme.

There is no performance target or clawback mechanism attached to the share awards granted to the management staff under the Share Award Scheme during the year.

The Remuneration Committee believes it is appropriate not to set a vesting period or performance targets for the awards granted to the management staff, as the share awards recognise past contributions of the management staff and encourage their ongoing commitment to the Group's growth.

The Remuneration Committee also considers that, even without a clawback mechanism, the grant of the awarded shares could help retain and motivate management staff, supporting the aims of the Share Award Scheme and aligning their interests with those of the Company and its shareholders.

Corporate Governance Report

Remuneration Committee Report (Continued)

Remuneration Policy

The Remuneration Policy outlines the general principles and framework for the remuneration of Directors. The primary objectives of the Remuneration Policy are to (i) establish a set of fair, formal and transparent procedures by developing a clear and structured approach for determining the remuneration of the Directors; and (ii) attract, motivate, reward and retain talented individuals who can make significant contributions to achieving the Company's goals and creating long-term value for stakeholders. The Remuneration Policy is also designed to align performance incentives with our corporate strategies, culture and values.

By adhering to these principles, the Remuneration Policy aims to support the Company's strategic objectives and promote sustainable growth.

The Remuneration Committee has formulated the remuneration framework to ensure alignment with the Group's overarching corporate strategies and the creation of long-term, sustainable value for shareholders. In developing this framework, the Remuneration Committee has taken into account a comprehensive range of factors, including the specific skills, expertise, and knowledge that each executive or senior staff brings to their role, as well as the time commitment, level of responsibility, and individual performance demonstrated throughout the year.

A key principle underpinning the Remuneration Committee's approach is the direct linkage of remuneration to both financial and non-financial key performance indicators relevant to the Group for the applicable period.

Full details of VTech's Remuneration Policy are available on www.vtech.com/en/about-us/corporate-governance.

Directors' Fees

The Board has adopted a practice to review the fees for the Directors, in particular the remuneration of the Independent Non-executive Directors, every five years and ensure that they are remunerated on a fair and reasonable basis. The consideration factors include the responsibilities taken on by the Directors, the commitment of their time spent in fulfilling their roles, as well as the workload associated with their memberships of the respective Board committees. The review of the Directors' fees is also conducted with reference to, among other things, the average annual directors' fees of directors of similar listed companies in Hong Kong as well as the other major manufacturing companies.

The changes in the remuneration of Directors are subject to shareholders' approval at the general meetings. The last review of the Directors' fees was conducted in 2021.

After reviewing the business performance of the Group for FY2026, the increase in regulatory and compliance requirements, as well as the level of responsibilities of the Board members, the Board accepted the recommendation by the Remuneration Committee to propose an increase in the Directors' fees payable to the Directors for year ending 31 March 2027 at the 2026 AGM.

The Non-executive Director and Independent Non-executive Directors receive no compensation from the Company other than the fees for the Directors disclosed below.

The last revision of the Directors' fees from the year ended 31 March 2022 was approved by the shareholders at the 2021 AGM.

The current and the proposed fees for all Directors and for the Directors who also serve on the relevant Board committees are set out as follows:

| | Proposed Fee per annum US\$ | Current Fee per annum US\$ |
|-------------------------------|-----------------------------------|----------------------------------|
| Board of Directors | | |
| Basic Directors' Fees | 40,000 | 35,000 |
| Audit Committee | | |
| Chairman | 10,000 | 10,000 |
| Member | 5,000 | 5,000 |
| Nomination Committee | | |
| Chairman | 5,000 | 5,000 |
| Member | 3,000 | 3,000 |
| Remuneration Committee | | |
| Chairman | 5,000 | 5,000 |
| Member | 3,000 | 3,000 |

Further details of the Directors' emoluments are set out in note 3 to the Consolidated Financial Statements.

Risk Management and Sustainability Committee Report

Committee Members

The Risk Management and Sustainability Committee is chaired by Dr. Allan WONG Chi Yun with Dr. PANG King Fai, Mr. Andy LEUNG Hon Kwong, Mr. WONG Kai Man, Mr. Hillson CHEUNG Hoi, Ms. Shereen TONG Ka Hung and Mr. CHANG Yu Wai as members. It comprises three Executive Directors, one Independent Non-executive Director, the President of Telecommunication Products, the Group Chief Financial Officer, and the Company Secretary and Head of Internal Audit.

Roles and Responsibilities

The Risk Management and Sustainability Committee is responsible for monitoring and reviewing the risk management and internal control systems, as well as the sustainability strategies, performance and activities of the Group on a regular basis. It also reports any significant findings to the Audit Committee twice a year.



The Risk Management and Sustainability Committee has also developed an internal risk management structure at both management and operational levels, which has clearly defined the roles and responsibilities in managing potential risks in the respective areas, and set up procedures for execution of the Group's Business Continuity Plan ("BCP") in the event of disruption. The Business Continuity Management ("BCM") programme not only helps identify and mitigate the Group's potential operational risks, but also increases its resilience capability to resume operations in an effective and timely manner, thus ensuring that it always has a smooth business operation.

The Risk Management and Sustainability Committee is also delegated with the authority from the Board to provide vision and strategic direction for the Group's sustainability activities, review its sustainability strategies and improvement activities, assess how the policies are implemented in achieving the sustainability goals and targets, and monitor the performance progress twice a year.

Terms of Reference

The terms of reference of the Risk Management and Sustainability Committee are available on www.vtech.com/en/about-us/directors-board-committees.

Highlights of the Committee's Work in FY2026

The Risk Management and Sustainability Committee held two meetings during FY2026 to review the Group's risk management and internal control systems, and its sustainability strategies, policies and activities and recommended them to the Board through the Audit Committee for consideration and approval.

The Group adopts an end-to-end risk management framework, i.e. from risk identification to monitoring the implementation status of risk management actions, in managing the risks that are relevant to the Group. Risks are identified by the management of each key business unit or function based on knowledge of the appropriate, relevant and up-to-date information. The identified risks are assessed based on predetermined criteria (impact, likelihood and velocity) and risk management resources are prioritised based on the risk criticality levels. The risk description, risk assessment results, risk management method and actions, as well as the target completion dates, and implementation status of the risk management actions are reported in a risk register. The risk management action implementation status is monitored and formally reported to the Risk Management and Sustainability Committee for review and approval twice a year.

Risk Management and Sustainability Committee Report (Continued)

Highlights of the Committee's Work in FY2026 (Continued)

During FY2026 and up to the date of the 2026 Annual Report, the Risk Management and Sustainability Committee reviewed and approved the 2026 Sustainability Report, which informs the Group's stakeholders of its sustainability strategies and activities, and the performance progress against its sustainability targets and five-year Sustainability Plan 2030. The relevant disclosures in the 2026 Annual Report have also been reviewed by the Risk Management and Sustainability Committee before recommending them to the Audit Committee for consideration and approval. Additionally, the Risk Management and Sustainability Committee also reviewed the management's confirmation of the appropriateness and effectiveness of the company's risk management and internal control systems. There were no significant control failings or weaknesses identified by management during the review of the Group's risk assessment and internal control systems. Furthermore, the Risk Management and Sustainability Committee also reviewed the Workforce Diversity Policy, the Environmental Policy, the Human Rights Policy to ensure they remain up to date, as well as the evaluation results and recommendations of 2025 Board and Board Committees self-evaluation relating to the Risk Management and Sustainability Committee.

Workforce Diversity Policy

The Workforce Diversity Policy outlines the commitment of VTech together with all its employees in respect of respecting, upholding, protecting and embracing people of different ages, genders, marital statuses, medical conditions, races, religions, disabilities, or any other status protected by the laws or regulations in the locations where we operate.

VTech promotes a culture of integrity through human resources management policies designed to foster a caring atmosphere of mutual respect in the workplace. Our commitment is guided by international human rights principles outlined in the United Nations Global Compact and the United Nations Guiding Principles on Business and Human Rights.




Building a diverse and inclusive workforce with equal employment opportunities empowers us to deliver innovative products and solutions to our customers, thereby facilitating sustainable business development of the Group. We also have procedures and practices in place throughout the process of attracting, engaging, and retaining talent to ensure that our employment activities are aligned with the applicable laws and regulations.






Full details of VTech's Workforce Diversity Policy are available on www.vtech.com/en/about-us/corporate-governance.

Risk Management and Sustainability Committee Report (Continued)

Highlights of the Committee’s Work in FY2026 (Continued)




The Risk Management and Sustainability Committee has reviewed the following major risks and the respective risk mitigation measures reported in the Risk Register. Risk ratings for majority of the risks remaining broadly the same as the last financial year:

 Risk level increased
  Risk level decreased
  Risk level remained broadly the same
 New New risk added

| Major Risks | Risk Description | Change in FY2026 | Risk Mitigation Measures |
|--|--|---|--|
|  <p>Legal and Regulatory Compliance</p> | Regulatory Change and Compliance: VTech operates globally with sales and business activities across the world, it needs to comply with the relevant laws and regulations applicable to the Group, including the privacy ordinances and personal data protection regulations in the respective countries. Compliance failure may result in legal costs for litigation, monetary penalty, disruption of operations and damage to the Group’s reputation. |  | <ul style="list-style-type: none"> Engage external counsels to provide regular updates and legal guidance on the compliance with the latest applicable laws and regulations; Provide regular trainings for staff who are responsible for ensuring compliance with the relevant laws and regulations; Take appropriate legal measures to protect technological know-how and trade secrets, apply for and register IP Rights protection. |
| | Patents, trademarks, designs, copyrights (collectively Intellectual Property Rights (“IP Rights”)): VTech not only needs to protect the IP Rights for the products developed by the Group, but also to ensure that it does not infringe the IP Rights of any third parties. |  | |
|  <p>Reputational</p> | Business Integrity Risk: The Group is subject to the risk of fraud and/ or unlawful activities on the part of employees and third parties, such as corruption, lack of transparency in business transactions, leakage of confidential information, non-compliance with the Group’s policies and regulatory requirements, which could result in significant financial and reputational losses of the Group. |  | <ul style="list-style-type: none"> Whistleblowing channel is available to employees, customers, suppliers, investors and stakeholders to report misconduct and non-compliance issues for further investigation; Timely update the Code of Conduct and Anti-Corruption Policy with reference to the latest applicable laws and regulations and industrial practice, and provide regular integrity trainings for the employees to reinforce the Group’s values of acting lawfully, ethically and responsibly; Conduct regular audits on suppliers’ corporate social responsibilities in the areas of Labour, Ethical Standards, Environment and Health & Safety; Regular declaration of any conflict of interest incident by the management and staff; Appropriate controls over transactions and payments to third parties are in place. |


Risk Management and Sustainability Committee Report (Continued)

Highlights of the Committee’s Work in FY2026 (Continued)

| Major Risks | Risk Description | Change in FY2026 | Risk Mitigation Measures |
|---|--|---|--|
|  <p>Information Technology ("IT")</p> | <p>Cybersecurity and IT Risks: Cyber-attacks and data breaches may disrupt the Group’s operations and incur reputational damages.</p> |  | <ul style="list-style-type: none"> • Regularly review the cyber security threat trends, continuously adopt applicable new technologies and harden the IT infrastructure; • Utilise a comprehensive Endpoint Detection & Response solution that leverages AI and behaviour models to provide real-time threat detection and response capabilities. |
| | <p>Customer Data Protection: Potential exposure of customer personal data due to cyber-attack may lead to liability claims, loss of revenue and violation of personal data regulations, as well as incurring monetary penalty.</p> |  | <ul style="list-style-type: none"> • Additional fit-for-purpose security monitoring controls are also in place to proactively enhance infrastructure security while maintaining business productivity. These cover our network gateways, computing devices and business systems; • Engage external professionals to conduct cyber security audit and deep-dive review on the Group’s IT systems and network on a regular basis; • Cultivate a cyber resilience culture through regular cyber security awareness training and tests for staff across the Group; • A structured multi-disciplinary Incident Response process is in place to ensure that cybersecurity incidents are promptly contained and remediated while meeting legal obligations. |

Risk Management and Sustainability Committee Report (Continued)

Highlights of the Committee’s Work in FY2026 (Continued)

| Major Risks | Risk Description | Change in FY2026 | Risk Mitigation Measures |
|---|--|------------------|---|
|  <p>Strategic</p> | US Tariff: The geo-political tensions between China and the US bring political uncertainties. | ↔ | <ul style="list-style-type: none"> In addition to the manufacturing facilities in China, Malaysia and Mexico, the Group continuously expands its global footprint of manufacturing site strategically outside Asia. |
| | Market Competition and Dynamism: The increasing economic uncertainty changes consumer spending behaviour globally and may impact our revenue and profitability. | ↔ | <ul style="list-style-type: none"> Increase focus on marketing and merchandising to enhance end user experience; Introduce new, innovative marketing and merchandising initiatives to enhance market competitiveness. |
| | Brand Risk: In the competitive market environment, brand recognition and good customer experience are important success factors for the Group. Failure to engage with the customers may adversely affect the Group’s financial results with loss of customer loyalty and revenue. | ↔ | <ul style="list-style-type: none"> In order to continually strengthen its market leadership and international brand recognition, the Group actively monitors its competitive position and keeps abreast of the latest technological advancement for development of its products; Through the Group’s leadership in technological innovation and customer-centric strategies, it continues to design, manufacture and supply high quality and innovative products to enrich user experience and drive brand awareness of its customer globally. |
| | Climate-related Risks: Increasingly frequent and severe extreme weather incidents caused by climate change may disrupt the Group’s operations and business activities. New regulatory requirements in relation to climate change on the Group’s operations, products and services may also increase its operating costs and affect the Group’s production capacity. There are also growing expectations from stakeholders over ESG related disclosures and actions taken by the Company. | ↔ | <ul style="list-style-type: none"> FY2026 marks the beginning of our third five-year Sustainability Plan 2030. VTech updated its assessment on climate-related risks and opportunities, and estimated the associated financial impacts on its operations and businesses in accordance with the ESG Reporting Code set out in Appendix C2 of the Listing Rules of The Stock Exchange of Hong Kong Limited, and with reference to IFRS S2 Climate-related Disclosure. These assessments are essential for the Group to develop and implement its transition plans to address those identified risks and opportunities. The plan includes projects and initiatives to minimise its impact on the environment and mitigate climate-related risks. These include increasing the use of sustainable materials in the Group’s products, recycling its products in a responsible way, increasing the use of renewable energy, reducing the consumption of natural resources in its production process, as well as using more eco-friendly logistics practices; Details of the climate-related risks of the Group are set out on pages 43 to 49 of the 2026 Sustainability Report. |




Risk Management and Sustainability Committee Report (Continued)

Highlights of the Committee’s Work in FY2026 (Continued)

| Major Risks | Risk Description | Change in FY2026 | Risk Mitigation Measures |
|---|---|-------------------|---|
|  <p>Operational</p> | <p>Risk of Business Disruption: External disasters (e.g. floods, fire) and crisis (e.g. pandemic, critical systems and infrastructure breakdown) could disrupt the operations and business across the Group.</p> | <p>↔</p> | <ul style="list-style-type: none"> • VTech has a Business Continuity Management system in place to identify potential events of business disruption, assess the identified risks, establish risk mitigation measures and control mechanism, and monitor and review the effectiveness of the implementation of the relevant measures developed under the BCM programme; • Responsible management team in each office and factory of the Group regularly reviews and updates the BCM programme in order to mitigate the business disruption risk of the Group; • An exercise of the recovery plan is carried out periodically to ensure the plan is effective. |
| | <p>Raw Material Supply Disruption: The Iran conflict has disrupted global supply chains, driving up raw material prices and creating economic uncertainty. In addition, shortages of critical semiconductor components, and certain devices with integrated memory, have appeared in the market.</p> | <p>NEW</p> | <ul style="list-style-type: none"> • Implement strategic inventory management by maintaining safety stock of critical components; • Diversify suppliers through multi-source procurement by establishing relationships across multiple geographic regions and qualifying alternative suppliers; • Provide rolling demand forecasts to Integrated Circuit and memory suppliers the earliest possible time; • Optimise software and system design; • Design products to support multiple storage types. |
| | <p>Product Design, Quality and Safety: The Group designs, manufactures and supplies a wide range of products to various countries. Failure to maintain an effective quality management system at the product development stage, in the manufacturing process and throughout the supply chain may have material adverse impact on the Group’s business and operations, brand image and loyalty of its customers.</p> | <p>↔</p> | <ul style="list-style-type: none"> • The Group has implemented a comprehensive quality management system framework with quality assurance policies and procedures in place to monitor product quality and reliability, starting from the product development stage, on an ongoing basis. These include inspection of incoming materials, quality audits in the manufacturing process, quality evaluation of finished products and after-sales quality management; • All VTech’s manufacturing facilities are certified with ISO 9001, which ensures our products are of the highest quality standard. |

Risk Management and Sustainability Committee Report (Continued)

Highlights of the Committee’s Work in FY2026 (Continued)

| Major Risks | Risk Description | Change in FY2026 | Risk Mitigation Measures |
|---|---|---|--|
|  Operational | <p>Logistics and Supply Chain Management: Logistics constraints may hinder the Group’s manufacturing productivity, affecting the delivery of materials from suppliers and shipments of products to customers. In addition, the Iran conflict has placed significant strain on global shipping, leading to higher freight rates, increased insurance costs, and longer delivery times.</p> |  | <ul style="list-style-type: none"> • Work closely with shipping carriers and logistics service providers to secure advance container bookings and optimise the efficiency across diverse shipping routes. |
| | <p>Human Resources Management: Due to the ever-changing market environment and the technological innovation requirements of the Group’s businesses, the Group faces intense competition to recruit and retain skilled and experienced staff to support its business growth and the long-term success of the Company.</p> |  | <ul style="list-style-type: none"> • Continuously review and improve the working environment, including precautionary measures to protect the health and safety of employees; • Continuously review the employee compensation and benefits with reference to the industry best practices; • Continuously develop talent and leadership teams with career development and succession plans in each layer of senior management; • Continuously improve staff productivity with technological enhancement and process automation. |

Risk Management and Sustainability Committee Report (Continued)

Highlights of the Committee’s Work in FY2026 (Continued)

| Major Risks | Risk Description | Change in FY2026 | Risk Mitigation Measures |
|--|--|------------------|---|
|  Financial | <p>Credit Risk: This is mainly attributable to the ability of the Group’s customers to continue paying for the goods and services provided by the Company and its subsidiaries</p> | ↔ | <ul style="list-style-type: none"> • The majority of the Group’s sales are on open credit with varying payment terms from 30 to 90 days. Certain open credit sales are covered by credit insurance or bank guarantees in order to mitigate the credit risk; |
| | <p>Currency Risk: This is mainly arising from the sales and purchases that are denominated in currencies other than the functional currency of the operations to which they relate. The foreign currencies of the Group are primarily denominated in Renminbi, Euro, Pounds Sterling, Canadian Dollars and Australian Dollars</p> | ↔ | <ul style="list-style-type: none"> • The Group principally uses forward foreign exchange contracts to hedge the foreign exchange risks in the ordinary course of business in order to mitigate its currency risks; • Details of the financial risks of the Group are set out in note 23 to the consolidated financial statements. |
| | <p>Inventory Risk: The Group’s production schedule is based on customer orders and forecasts, taking into account historical trends, results of market research and current market information.</p> <p>As actual orders are affected by consumers’ acceptance of products, strength of competing products, changes in buying patterns of consumers as well as the overall economic conditions, unexpected changes in these factors may result in excess inventory.</p> | ↔ | <ul style="list-style-type: none"> • The Group actively monitors its inventory position and assesses the net realisable value of slow moving and excess stocks with reference to latest sales forecasts, anticipated future selling prices and the stock ageing report. Stocks are written down to their net realisable value where this falls below their cost. |

Risk Management and Sustainability Committee Report (Continued)

Highlights of the Committee's Work in FY2026 (Continued)

The Risk Management and Sustainability Committee ensures that any new and emerging risks are promptly identified, evaluated and appropriate actions are taken by the management. This requires active and frequent participation by the process owner of each function in identifying risks affecting its business and implementing measures to reduce such risks, as well as active monitoring on the progress of the improvements in internal control procedures.

Data Security Governance Board

The Data Security Governance Board was established with defined terms of reference reporting to the Risk Management and Sustainability Committee. It is chaired by the Group Chief Executive Officer and comprises the Group President, the Chief Executive Officer of Contract Manufacturing Services, the President of Telecommunication Products, the Group Chief Financial Officer, the Company Secretary and Head of Internal Audit, and the Group Chief Information Officer.

The Data Security Governance Board is responsible for the decision-making, implementation, enforcement, oversight and periodic review of the Data Security Policy and practices, as well as the cybersecurity risks and mitigation measures of the Group. It also ensures that the Group's data security practices are compliant with international and local laws and regulations, including but not limited to, the applicable privacy ordinances and data protection regulations in the respective countries such as the General Data Protection Regulation in Europe.

The Data Security Governance Board has reviewed and monitored the implementation and execution of the Data Security Policy and practices of the Group to ensure compliance with the latest privacy ordinances and data protection regulations in the various jurisdictions in which the Group operated during FY2026 and up to the date of the 2026 Annual Report. It has also reviewed the progress of implementation of the data breach preventive measures, system technology enhancement and staff training for mitigating the Group's exposure to cybersecurity risks and meeting the industry standards.

During FY2026 and up to the date of the 2026 Annual Report, the Risk Management and Sustainability Committee has reviewed and approved the meeting minutes of the Data Security Governance Board.

Overall Risks Assessment

Based on the risk assessments prepared by the process owner of each function and the respective management teams, the Risk Management and Sustainability Committee considered that for FY2026:

- An ongoing process is in place for identifying, evaluating and monitoring the major risks faced by the Group and functioning effectively; and
- Risk mitigation measures have been developed to ensure that the major emerging and existing risks are identified and reported to the Risk Management and Sustainability Committee, and are managed effectively to mitigate the risks of disruption to the Group's business and operations.

Sustainability Performance

The Risk Management and Sustainability Committee has also reviewed and monitored the Group's performance on external sustainability indices, which are shown in the following table:

| Index Name | FY2026 Score |
|--|--------------|
| Hang Seng Corporate Sustainability Benchmark Index | AA+ |
| FTSE4Good Global Index | 4.3 |
| MSCI ESG Rating | AA |