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**TECHTRONIC INDUSTRIES CO. LTD.**

**創科實業有限公司**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 669)

**ANNUAL GENERAL MEETING HELD ON 22 MAY 2015 POLL RESULTS  
AND  
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 22 MAY 2015**

The poll results in respect of the resolutions proposed at the annual general meeting (the “AGM”) of Techtronic Industries Company Limited (the “Company”) held at Plaza Meeting Room, Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 22 May 2015 were as follows:

RESOLUTIONS PROPOSED AT THE AGM		NO. OF SHARES (%)	
		FOR	AGAINST
1.	To receive and consider the audited Statement of Accounts and the Reports of the Directors and Auditors for the year ended 31 December 2014.	1,445,638,912 (100.00%)	0 (0.00%)
2.	To declare a final dividend of HK19.00 cents per share for the year ended 31 December 2014.	1,445,638,912 (100.00%)	0 (0.00%)
3.	(a) To re-elect Mr. Frank Chi Chung Chan as Group Executive Director.	995,010,456 (68.86%)	449,933,456 (31.14%)
	(b) To re-elect Mr. Stephan Horst Pudwill as Group Executive Director.	997,226,156 (69.01%)	447,717,756 (30.99%)
	(c) To re-elect Mr. Vincent Ting Kau Cheung as Independent Non-executive Director.	772,202,420 (53.42%)	673,436,492 (46.58%)
	(d) To authorize the Board of Directors of the Company to fix the Directors’ remuneration for the year ending 31 December 2015.	1,318,671,517 (99.43%)	7,509,808 (0.57%)
4.	To re-appoint Deloitte Touche Tohmatsu as Auditors of the Company and authorize the Board of Directors to fix their remuneration.	1,445,511,067 (99.99%)	127,845 (0.01%)

5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding (i) in the case of an allotment and issue of shares for cash, 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the resolution and (ii) in the case of an allotment and issue of shares for a consideration other than cash, 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the resolution (less any shares allotted and issued pursuant to (i) above).	751,285,870 (51.97%)	694,349,042 (48.03%)
6.	To grant a general mandate to the Directors to buy back shares not exceeding 10% of the share capital of the Company in issue at the date of the resolution.	1,445,469,000 (100.00%)	0 (0.00%)
7.	Conditional on the passing of Resolution Nos. 5 and 6, to grant a general mandate to the Directors to add the shares bought back pursuant to Resolution No. 6 to the amount of issued share capital of the Company which may be allotted pursuant to Resolution No. 5.	827,979,094 (57.28%)	617,417,318 (42.72%)
8.	To adopt the New Articles of Association of the Company.	1,404,581,554 (97.16%)	41,057,358 (2.84%)

As more than 50% of the votes were cast in favour of Resolutions No. 1 to No. 7, the resolutions were duly passed as ordinary resolutions. Furthermore, as more than 75% of the votes were cast in favour of Resolution No. 8, the resolution was duly passed as a special resolution.

As at the date of the AGM, the issued share capital of the Company was 1,832,056,941 shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. At the AGM, all proposed resolutions were taken by poll voting. There were no restrictions imposed on the shareholders of the Company casting votes on any resolutions proposed at the AGM. In addition, none of the shares entitled the holders to attend the AGM and abstain from voting in favour of the resolutions proposed at the AGM, and no shareholder of the Company was required to abstain from voting on the resolutions proposed at the AGM.

Messrs. Deloitte Touche Tohmatsu, the auditor of the Company, have acted as the scrutineer and compared the poll results summary to the poll forms collected and provided by the Company. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

No parties have stated any intention in the circular of the Company dated 10 April 2015 that it would vote against or abstain from voting on any of the resolutions proposed at the AGM.

## **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the Company's announcement dated 9 April 2015 in relation to the retirement of Mr. Joel Arthur Schleicher as an Independent Non-executive Director of the Company.

The Board of Directors of the Company (the "Board") announces that Mr. Schleicher's retirement as an Independent Non-executive Director of the Company has taken effect from the conclusion of the AGM, and his membership of the Audit Committee and the Remuneration Committee has ceased at the same time. In order to comply with the requirement under Rule 3.21 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, Mr. Vincent Ting Kau Cheung, an Independent Non-executive Director of the Company, has been appointed as a member of the Audit Committee in replacement of Mr. Schleicher with effect from 22 May 2015.

The Board would like to express its sincere gratitude to Mr. Schleicher for his valuable contributions to the Company over the years and wish him well in the future.

By order of the Board  
**Techtronic Industries Company Limited**  
**Veronica Ka Po Ng**  
*Company Secretary*

Hong Kong, 22 May 2015

*As at the date of this announcement, the Board comprises five Group Executive Directors, namely, Mr. Horst Julius Pudwill (Chairman), Mr. Joseph Galli Jr. (Chief Executive Officer), Mr. Patrick Kin Wah Chan, Mr. Frank Chi Chung Chan and Mr. Stephan Horst Pudwill, one Non-executive Director, namely, Prof. Roy Chi Ping Chung BBS JP and four Independent Non-executive Directors, namely, Mr. Christopher Patrick Langley OBE, Mr. Manfred Kuhlmann, Mr. Peter David Sullivan and Mr. Vincent Ting Kau Cheung.*