



# Techtronic Industries Co. Ltd.

(Incorporated in Hong Kong with limited liability)

## Form of Proxy

Form of proxy for use at the Annual General Meeting of the Company on 28th May, 2004 and at any adjournment thereof

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_,  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.20 each in the capital of Techtronic Industries Co. Ltd. (the "Company"), HEREBY APPOINT<sup>(3)</sup> the Chairman of the meeting or<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_,  
as my/our proxy to act for me/us and on my/our behalf at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Taishan Room, 5th Floor, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong, on 28th May, 2004 at 9:30 a.m., for the purpose of considering and, if thought fit, passing, with or without amendments, the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions	For <sup>(4)</sup>	Against <sup>(4)</sup>
1. To receive and consider the audited Statement of Accounts and the reports of the Directors and the Auditors of the Company for the year ended 31st December, 2003.		
2. To declare a final dividend of HK17.75 cents per share for the year ended 31st December, 2003.		
3. (a) To re-elect Mr Roy Chi Ping Chung as Group Executive Director.		
(b) To re-elect Mr Kin Wah Chan as Group Executive Director.		
(c) To re-elect Mr Joel Arthur Schleicher as Independent Non-executive Director.		
(d) To authorise the Directors to fix their remuneration for the year ending 31st December, 2004.		
4. To re-appoint Deloitte Touche Tohmatsu as Auditors of the Company and authorise the Directors to fix their remuneration.		
5. Special business: To increase the authorised share capital of the Company. *		
6. Special business: 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 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 share capital of the Company in issue at the date of the resolution. *		
7. Special business: To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the share capital of the Company in issue at the date of the resolution.*		
8. Special business: Conditional on the passing of Resolution nos. 6 and 7, to grant a general mandate to the Directors to add the shares repurchased pursuant to Resolution no.7 to the amount of issued share capital of the Company which may be allotted pursuant to Resolution no.6. *		
Special Resolution	For <sup>(4)</sup>	Against <sup>(4)</sup>
9. Special business: To amend the articles of association of the Company. *		

\* The full text of the Resolutions is set out in the notice of Annual General Meeting which is included in the Annual Report of the Company for the year ended 31st December, 2003 despatched to the members of the Company.

Date: \_\_\_\_\_

Signature<sup>(5)</sup>: \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares in which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- You are requested to lodge this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, at the registered office of the Company at 24th Floor, CDW Building, 388 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (or any adjournment thereof).
- In the case of joint holders of any share, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the said meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you. Completion and return of the form of proxy will not preclude you from attending and voting at the said meeting if you so wish.



# Techtronic Industries Co. Ltd.

(Incorporated in Hong Kong with limited liability)

## Form of Proxy

### Form of proxy for use at the Extraordinary General Meeting of the Company on 28th May, 2004 and at any adjournment thereof

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_,  
being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.20 each in the capital of Techtronic Industries Co. Ltd. (the "Company"), HEREBY APPOINT<sup>(3)</sup> the Chairman of the meeting or<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_,  
as my/our proxy to act for me/us and on my/our behalf at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at Taishan Room, 5th Floor, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong, on 28th May, 2004 at 10:30 a.m. (or as soon thereafter as the annual general meeting of the Company convened for the same place and date shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing, with or without amendments, the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions	For <sup>(4)</sup>	Against <sup>(4)</sup>
1. To authorise the Directors to grant the Share Options to the Grantees. *		
2. To approve the Share Subdivision. *		
Special Resolution	For <sup>(4)</sup>	Against <sup>(4)</sup>
3. Conditional on the passing of Resolution no.5 set out in the notice of the Annual General Meeting and Resolution no.2 above, to amend article 3 of the articles of association of the Company. *		

\* The full text of the Resolutions is set out in the notice of Extraordinary General Meeting which is included in the Circular despatched to the members of the Company.

Date: \_\_\_\_\_

Signature<sup>(5)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares in which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- You are requested to lodge this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, at the registered office of the Company at 24th Floor, CDW Building, 388 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (or any adjournment thereof).
- In the case of joint holders of any share, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the said meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you. Completion and return of the form of proxy will not preclude you from attending and voting at the said meeting if you so wish.