



# Techtronic Industries Co. Ltd.

(Incorporated in Hong Kong with limited liability)

(Stock Code: 669)

## Form of Proxy

### Form of proxy for use at the Extraordinary General Meeting of the Company on

27 May 2009 and at any adjournment thereof

I/We<sup>(1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of **Techtronic Industries Company Limited** (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 Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 27 May 2009 at 11.00 a.m. (or, if later, immediately following the adjournment or conclusion of the annual general meeting of the Company which has been convened to be held at 10.00 a.m. on the same date and at the same place), for the purpose of considering and, if thought fit, passing, with or without amendments, the resolution 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 resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution		For <sup>(4)</sup>	Against <sup>(4)</sup>
1.	To approve the Subscription Agreement, the issue of the Tranche 2 Securities and the Optional Securities and to grant the Directors a specific mandate to grant such number of new shares as may fall to be issued upon conversion and/or exercise of all the Tranche 2 Securities and all the Optional Securities.		

\* The full text of the resolution is set out in the notice of Extraordinary General Meeting which is included in the circular of the Company to be despatched to the members of the Company on 11 May 2009.

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

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

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares to 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.