



**ANNUAL GENERAL MEETING HELD ON 28TH MAY 2003**  
**POLL RESULTS**

The poll results in respect of the resolutions proposed at the Annual General Meeting (the "AGM") of Techtronic Industries Company Limited held at Tianshan & Lushan Room, 5th Floor, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on 28th May 2003 were as follows:

| RESOLUTIONS   |   | NO. OF VOTES (%)        |                       |
|---|---|-------------------------|-----------------------|
|   |   | FOR                     | AGAINST               |
| 1   | To receive the Accounts and the Reports of the Directors and Auditors.  | 398,415,599<br>(100%)   | 0<br>(0%)             |
| As all the votes were cast in favour of this resolution, the resolution was carried unanimously.  |   |                         |                       |
| 2   | To declare a final dividend of HK10 cents per share.  | 398,415,599<br>(100%)   | 0<br>(0%)             |
| As all the votes were cast in favour of this resolution, the resolution was carried unanimously.  |   |                         |                       |
| 3(a)  | To re-elect Mr. Chi Chung Chan as Director.   | 392,815,599<br>(98.59%) | 5,600,000<br>(1.41%)  |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was carried. |   |                         |                       |
| (b)   | To re-elect Dr. Akio Urakami as Director.   | 392,815,599<br>(98.59%) | 5,600,000<br>(1.41%)  |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was carried. |   |                         |                       |
| (c)   | To re-elect Mr. Vincent Ting Kau Cheung as Director.  | 386,595,603<br>(97.03%) | 11,819,996<br>(2.97%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was carried. |   |                         |                       |
| (d)   | To authorise the Directors to fix the directors' fees for the year ending 31st December, 2003 provided that the amount of each director's fee shall not exceed US\$20,000.00. | 392,815,599<br>(98.59%) | 5,600,000<br>(1.41%)  |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was carried. |   |                         |                       |
| 4   | To appoint Deloitte Touche Tohmatsu as Auditors and to fix their remuneration.  | 396,356,599<br>(99.48%) | 2,059,000<br>(0.52%)  |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was carried. |   |                         |                       |
| 5   | To approve the general mandate to the Directors to allot and issue additional shares of the Company. <i>(Note)</i>  | 371,659,999<br>(95.15%) | 18,950,600<br>(4.85%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was carried. |   |                         |                       |
| 6   | To approve the general mandate to the Directors to repurchase shares of the Company.  | 390,542,599<br>(100%)   | 0<br>(0%)             |
| As all the votes were cast in favour of this resolution, the resolution was carried unanimously.  |   |                         |                       |
| 7   | To authorise the Directors to allot and issue additional shares equal to the number of shares repurchased by the Company pursuant to Resolution no. 6 above.                  | 390,017,599<br>(99.87%) | 525,000<br>(0.13%)    |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was carried. |   |                         |                       |
| 8   | To approve the amendments to the Articles of Association of the Company.  | 398,242,599<br>(100%)   | 0<br>(0%)             |
| As all the votes were cast in favour of this resolution, the resolution was carried unanimously.  |   |                         |                       |

*Note: A motion for amendment to Resolution No. 5 as set out in the Notice of Annual General Meeting was proposed and seconded by the members of the Company during the AGM whereby, the general mandate to issue shares would be subject to the following conditions: (i) in the case of an issue for cash, 5% of the Company's issued share capital at the date of the resolution and (ii) in the case of an issue other than for cash, 20% of the Company's issued share capital at the date of the resolution (less any shares issued under (i) above) and the discount for shares so issued shall not exceed 5%. As no member of the Company demanded a poll, the motion was put to the vote on a show of hands and the motion was carried unanimously.*

By Order of the Board  
**Techtronic Industries Company Limited**  
**Chi Chung Chan**  
*Company Secretary*