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**Techtronic Industries Co. Ltd.**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code : 669)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING AND  
THE EXTRAORDINARY GENERAL MEETING HELD  
ON 28TH MAY, 2004  
AND  
SHARE SUBDIVISION**

The poll results in respect of the resolutions proposed at the AGM and the EGM of the Company are shown below.

The Board is pleased to announce that the ordinary resolution in relation to the Share Subdivision was duly passed by the Shareholders at the EGM held on 28th May, 2004 and the Listing Committee of the Stock Exchange has granted the listing of and permission to deal in the Subdivided Shares. The Share Subdivision has become unconditional and shall take effect from 31st May, 2004.

Shareholders are reminded that following the passing of the ordinary resolution in relation to the Share Subdivision, the final dividend declared at the AGM at HK17.75 cents per existing share will be subdivided accordingly. The adjusted dividend rate for the Subdivided Shares would be HK8.875 cents per Subdivided Share and payable to the Shareholders whose name appear on the register of members of the Company on 18th June, 2004. The register of members of the Company will be closed from 14th June, 2004 to 18th June, 2004 (both dates inclusive) and the last day to register for the final dividend will be 11th June, 2004.

The timetable for trading arrangements and exchange of share certificates shown below are the same as those included in the Circular. The Company has consulted its auditors for the method of the calculations for the adjustments to the exercise prices and the number of outstanding share options granted under the Company's share option schemes and the relevant adjustments are shown below.

Reference is made to the announcement of the Company dated 19th April, 2004 and the circular issued by the Company on 28th April, 2004 (the "Circular") regarding, inter alia, the proposal involving the Share Subdivision. Unless the context otherwise requires, terms used herein shall have the same meanings as those defined in the Circular.

## POLL RESULTS OF THE ANNUAL GENERAL MEETING AND THE EXTRAORDINARY GENERAL MEETING

The poll results in respect of the resolutions proposed at the AGM and the EGM of the Company held at Taishan Room, 5th Floor, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on 28th May, 2004 were as follows:

RESOLUTIONS PROPOSED AT THE AGM		NO. OF VOTES (%)	
		FOR	AGAINST
1.	To receive the Accounts and the Reports of the Directors and Auditors.	454,198,392 (99.93%)	337,639 (0.07%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
2.	To declare a final dividend.	415,710,885 (90.48%)	43,734,646 (9.52%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3. (a)	To re-elect Mr. Roy Chi Ping Chung as Group Executive Director.	452,674,031 (99.16%)	3,854,000 (0.84%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
(b)	To re-elect Mr. Kin Wah Chan as Group Executive Director.	452,674,031 (99.16%)	3,854,000 (0.84%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
(c)	To re-elect Mr. Joel Arthur Schleicher as Independent Non-executive Director.	452,669,231 (99.15%)	3,858,800 (0.85%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
(d)	To authorise the Directors to fix the directors' fees for the year ending 31st December, 2004.	450,174,535 (98.61%)	6,353,496 (1.39%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
4.	To re-appoint Deloitte Touche Tohmatsu as Auditors and to fix their remuneration.	449,542,421 (98.47%)	6,987,110 (1.53%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

5.	To increase the authorised share capital of the Company.	359,902,830 (78.33%)	99,542,701 (21.67%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
6.	To approve the general mandate to the Directors to allot and issue 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).	265,934,104 (62.78%)	157,686,524 (37.22%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
7.	To approve the general mandate to the Directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the resolution.	459,244,304 (99.96%)	201,227 (0.04%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
8.	To authorise the Directors to allot and issue additional shares equal to the number of shares repurchased by the Company pursuant to Resolution no.7 above.	450,905,535 (98.20%)	8,254,496 (1.80%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
9.	To approve the amendments to the Articles of Association of the Company.	408,571,628 (98.99%)	4,176,500 (1.01%)
	As more than 75% of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		

RESOLUTIONS PROPOSED AT THE EGM		NO. OF VOTES (%)	
		FOR	AGAINST
1.	To authorise the Directors to grant the Share Options to the Grantees.	<i>(Note 1)</i>	<i>(Note 1)</i>
2.	To approve the Share Subdivision.	371,387,103 (99.25%)	2,820,996 (0.75%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.	Conditional on the passing of Resolution no.5 set out in the notice of the AGM and Resolution no.2 above, to amend article 3 of the articles of association of the Company.	281,814,104 (82.11%)	61,406,992 (17.89%)
	As more than 75% of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.		

*Notes:*

- (1) A motion for the adjournment of the business as set out in Resolution No.1 of the notice of the EGM sine die was proposed and seconded by the Shareholders of the Company during the EGM. 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.
- (2) As at the date of the AGM and the EGM, the issued share capital of the Company was 665,481,826 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 and the EGM. There were no restrictions on any Shareholder casting votes on any of the resolutions proposed at the AGM or the EGM.
- (3) Deloitte Touche Tohmatsu acted as scrutineers for the poll at the AGM and the EGM.

## SHARE SUBDIVISION

The Board is pleased to announce that the ordinary resolution in relation to the Share Subdivision was duly passed by the Shareholders at the EGM held on 28th May, 2004 and the Listing Committee of the Stock Exchange has granted the listing of and permission to deal in the Subdivided Shares. The Share Subdivision has become unconditional and shall take effect from 31st May, 2004.

## ADJUSTMENTS TO THE FINAL DIVIDEND

Shareholders are reminded that following the passing of the ordinary resolution in relation to the Share Subdivision, the final dividend declared at the AGM at HK17.75 cents per existing Share will be subdivided accordingly. The adjusted dividend rate for the Subdivided Shares would be HK8.875 cents per Subdivided Share and payable to the Shareholders whose names appear on the register of members of the Company on 18th June, 2004. The register of members of the Company will be closed from 14th June, 2004 to 18th June, 2004 (both dates inclusive) and the last day to register for the final dividend will be 11th June, 2004.

## TRADING ARRANGEMENTS FOR THE SHARE SUBDIVISION

The timetable of trading arrangements for the Share Subdivision set out in the Circular is reproduced below:

**2004**

Effective date of the Share Subdivision .....	Monday, 31st May
Dealings in Subdivided Shares commence .....	9:30 a.m. on Monday, 31st May
Original counter for trading in existing Shares	
in board lots of 500 Shares temporarily closes .....	9:30 a.m. on Monday, 31st May
Temporary counter for trading in Subdivided Shares	
in board lots of 1,000 Subdivided Shares (in the	
form of certificates for existing Shares) opens .....	9:30 a.m. on Monday, 31st May
First day for free exchange of certificates for	
existing Shares for new certificates for	
Subdivided Shares .....	Monday, 31st May
Original counter for trading in Subdivided Shares	
in board lots of 500 Subdivided Shares (in the	
form of new certificates for Subdivided Shares)	
re-opens .....	9:30 a.m. on Monday, 14th June
Parallel trading in Subdivided Shares (in the form	
of (a) new certificates for Subdivided Shares and	
(b) certificates for existing Shares) commences ....	9:30 a.m. on Monday, 14th June
Temporary counter for trading in Subdivided Shares	
in board lots of 1,000 Subdivided Shares (in the	
form of certificates for existing Shares) closes ....	4:00 p.m. on Wednesday, 7th July
Parallel trading in Subdivided Shares (in the form	
of (a) new certificates for Subdivided Shares and	
(b) certificates for existing Shares) ends .....	4:00 p.m. on Wednesday, 7th July
Last day for free exchange of certificates for	
existing Shares for new certificates for	
Subdivided Shares .....	Monday, 12th July

Shareholders may, during business hours from Monday, 31st May, 2004 to Monday, 12th July, 2004 (both dates inclusive), submit their certificates for the Shares to the Company's share registrar, Secretaries Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong in exchange for certificates for the Subdivided Shares (on the basis of every one Share for two Subdivided Shares) free of charge. Thereafter, share certificates for Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such amount as may from time to time be specified by the Stock Exchange) for each new certificate issued for the Subdivided Shares or each old share certificate submitted, whichever number of share certificate involved is higher.

### **ADJUSTMENTS IN RELATION TO THE SUBSCRIPTION PRICES AND THE NUMBER OF SHARE OPTIONS GRANTED UNDER THE COMPANY'S SHARE OPTION SCHEMES**

With effect from 31st May, 2004, the subscription prices and the number of share options granted by the Company will be adjusted as a result of the Share Subdivision. The Company has consulted its auditors for the method of the calculations for the adjustments to the subscription prices and the number of outstanding share options granted under the Company's share option schemes and the relevant adjustments are shown below:

- (i) Adjustments to the subscription prices of the outstanding share options

<b>Exercisable period</b>	<b>Original subscription price per share HK\$</b>	<b>Adjusted subscription price HK\$</b>
19th June, 2001 – 18th June, 2006	2.2600	1.1300
23rd July, 2001 – 22nd July, 2006	2.1160	1.0580
30th April, 2002 – 29th April, 2007	6.4000	3.2000
28th June, 2002 – 27th June, 2007	7.2000	3.6000
5th July, 2002 – 4th July, 2007	6.7000	3.3500
6th June, 2003 – 5th June, 2008	12.0800	6.0400
10th June, 2003 – 9th June, 2008	12.3500	6.1750
17th July, 2003 – 16th July, 2008	15.2500	7.6250
13th August, 2003 – 12th August, 2008	16.1500	8.0750
1st September, 2003 – 30th August, 2008	17.6500	8.8250
19th September, 2003 – 18th September, 2008	17.3700	8.6850
18th December, 2003 – 17th December, 2008	20.7200	10.3600
25th February, 2004 – 24th February, 2009	24.3400	12.1700
1st March, 2004 – 28th February, 2009	25.0500	12.5250
14th April, 2004 – 13th April, 2009	25.9000	12.9500
5th May, 2004 – 4th May, 2009	22.1000	11.0500

(ii) Adjustments to the number of outstanding share options

<b>Exercisable period</b>	<b>Number of shares issuable on the exercise of the outstanding share options before Share Subdivision</b>	<b>Adjusted number of shares issuable on the exercise of the outstanding share options as a result of Share Subdivision</b>
19th June, 2001 – 18th June, 2006	2,200,000	4,400,000
23rd July, 2001 – 22nd July, 2006	300,000	600,000
30th April, 2002 – 29th April, 2007	3,335,000	6,670,000
28th June, 2002 – 27th June, 2007	19,296,000	38,592,000
5th July, 2002 – 4th July, 2007	850,000	1,700,000
6th June, 2003 – 5th June, 2008	50,000	100,000
10th June, 2003 – 9th June, 2008	500,000	1,000,000
17th July, 2003 – 16th July, 2008	10,855,000	21,710,000
13th August, 2003 – 12th August, 2008	30,000	60,000
1st September, 2003 – 30 August, 2008	32,000	64,000
19th September, 2003 – 18th September, 2008	1,162,000	2,324,000
18th December, 2003 – 17th December, 2008	74,000	148,000
25th February, 2004 – 24th February, 2009	1,700,000	3,400,000
1st March, 2004 – 28th February, 2009	6,433,000	12,866,000
14th April, 2004 – 13th April, 2009	100,000	200,000
5th May, 2004 – 4th May, 2009	150,000	300,000

As at the date of this announcement, the Board comprises five Group executive Directors, namely, Mr. Horst Julius Pudwill (Chairman and Chief Executive Officer), Mr. Roy Chi Ping Chung (Managing Director), Mr. Patrick Kin Wah Chan, Mr. Frank Chi Chung Chan and Dr. Akio Urakami and three independent non-executive Directors, namely, Mr. Vincent Ting Kau Cheung, Mr. Joel Arthur Schleicher and Mr. Christopher Patrick Langley.

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

Hong Kong, 28th May, 2004

Please also refer to the publish version of this announcement in the South China Morning Post – Classified.