



**ANNUAL GENERAL MEETING HELD ON 22ND MAY 2006
POLL RESULTS**

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 Harbour Room, 3rd Floor, The Ritz-Carlton, Hong Kong, 3 Connaught Road Central, Hong Kong on 22nd May, 2006 were as follows:-

| RESOLUTIONS PROPOSED AT THE AGM | | NO. OF SHARES (%) | |
|---------------------------------|--|-------------------------|-------------------------|
| | | FOR | AGAINST |
| 1. | To receive the Accounts and the Reports of the Directors and Auditors. | 833,354,552 (99.76%) | 2,040,500 (0.24%) |
| 2. | To declare a final dividend of HK12.60 cents per share for the year ended 31st December, 2005. | 685,972,256 (83.36%) | 136,951,557 (16.64%) |
| 3.(a) | To re-elect Mr. Patrick Kin Wah Chan as Group Executive Director. | 681,438,022 (82.11%) | 148,479,813 (17.89%) |
| (b) | To re-elect Mr. Frank Chi Chung Chan as Group Executive Director. | 681,438,022 (82.11%) | 148,479,813 (17.89%) |
| (c) | To re-elect Mr. Joel Arthur Schleicher as Independent Non-executive Director. | 681,438,022 (82.11%) | 148,479,813 (17.89%) |
| (d) | To authorise the Directors to fix their remuneration for the year ending 31st December, 2006. | 680,147,542 (81.95%) | 149,770,293 (18.05%) |
| 4. | To re-appoint Deloitte Touche Tohmatsu as Auditors of the Company and authorise the Directors to fix their remuneration. | 851,697,115 (99.76%) | 2,040,500 (0.24%) |
| 5. | To approve the 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). | 548,180,474 (71.05%) | 223,410,861 (28.95%) |
| 6. | 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. | 853,181,115 (99.93%) | 556,500 (0.07%) |
| 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. | 790,816,473 (92.56%) | 63,591,642 (7.44%) |
| 8. | To approve the amendments to the Articles of Association of the Company. | 834,864,623 (97.87%) | 18,131,992 (2.13%) |

As more than 50% of the votes were cast in favour of resolutions 1 to 7, the resolutions were duly passed as ordinary resolutions. Furthermore, as more than 75% of the votes were cast in favour of resolution 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 1,465,151,652 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, poll voting was demanded by the Chairman for voting on all proposed resolutions. There were no restrictions on the shareholders of the Company casting votes on any of the resolutions proposed at the AGM.

Deloitte Touche Tohmatsu acted as scrutineers for the poll at the AGM.

No parties have stated any intention in the circular of the Company dated 28th April, 2006 that it would vote against or abstain from voting on any of the resolutions proposed at the AGM.

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 Mr. Stephan Horst Pudwill, one Non-executive Director, namely, Mr. Vincent Ting Kau Cheung and three Independent Non-executive Directors, namely, Mr. Christopher Patrick Langley, Mr. Joel Arthur Schleicher and Mr. Manfred Kuhlmann.

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

Hong Kong, 22nd May, 2006

"Please also refer to the published version of this announcement in South China Morning Post."