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**TECHTRONIC INDUSTRIES CO. LTD.**

**創科實業有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 669)**

## **VOLUNTARY ANNOUNCEMENT**

### **UPDATE OF U.S.\$500,000,000 MEDIUM TERM NOTE PROGRAMME**

The Board is pleased to announce that on 5 June 2017, the Company updated the Programme under which it may issue Notes in series or tranches of aggregate nominal amount of up to U.S. \$500,000,000 (or the equivalent in other currencies) outside the United States in reliance on Regulation S of the U.S. Securities Act.

As the Company may or may not proceed with drawdown(s) under the Programme, the timing of drawdown(s) (if any) is uncertain as it depends on market conditions and the funding needs of the Company and, the terms of each drawdown may vary within the parameters set out in the Programme, shareholders and prospective investors are advised to exercise caution when dealing in the securities of the Company.

### **UPDATE OF U.S.\$500,000,000 MEDIUM TERM NOTE PROGRAMME**

#### **Introduction**

The Board is pleased to make this voluntary announcement that on 5 June 2017, the Company updated the Programme under which it may issue Notes in series or tranches of aggregate nominal amount of up to U.S.\$500,000,000 (or the equivalent in other currencies) outside the United States in reliance on Regulation S of the U.S. Securities Act. The Notes will be issued in series with different issue dates and terms and may be denominated in any currency, subject to compliance with all relevant laws, regulations and directives. The Company may increase the amount of the Programme in accordance with the terms of the Amended and Restated Dealer Agreement.

The Company has appointed Citigroup and HSBC as joint arrangers and the Dealers as dealers under the Programme under the Amended and Restated Dealer Agreement.

## **Listing**

An application has been made by the Company to the Stock Exchange for the listing of the Programme by way of debt issues to professional investors (as defined under the SFO) only within 12 months from 5 June 2017.

However, unlisted Notes and Notes to be listed, traded or quoted on or by any other competent authority, stock exchange or quotation system may be issued pursuant to the Programme. The relevant pricing supplement in respect of the issue of any Notes will specify whether or not such Notes will be listed on the Stock Exchange or listed, traded or quoted on or by any other competent authority, exchange or quotation system.

An announcement will be made by the Company for the listing of the Programme on the Stock Exchange.

## **Proposed use of net proceeds**

If the Notes are issued, the Company intends to use the net proceeds for refinancing existing indebtedness and for general corporate purposes. If, in respect of any particular issue, there is a particular identified use of proceeds, this will be stated in the applicable pricing supplement.

## **Reasons for and benefits of setting up the Programme**

The Board considers that the Programme can make available a platform to the Company to enhance its flexibility and efficiency in future funding and capital management in the medium to long term. The Programme is designed to allow the Notes to be drawn down from time to time. The principal amount and timing of drawdown(s) of Notes under the Programme are dependent on various factors, including but not limited to market conditions and the funding needs of the Company.

## **GENERAL**

As the Company may or may not proceed with drawdown(s) under the Programme, the timing of drawdown(s) (if any) is uncertain as it depends on market conditions and the funding needs of the Company and the terms of each drawdown may vary within the parameters set out in the Programme, shareholders and prospective investors are advised to exercise caution when dealing in the securities of the Company.

## **DEFINITIONS**

In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings:

“Amended and Restated Dealer Agreement”	the amended and restated dealer agreement dated 5 June 2017 amending and restating a dealer agreement dated 9 June 2015, entered into between the Dealers and the Company, pursuant to which the parties agreed on a basis upon which the Dealers or any of them may from time to time agree to severally, and not jointly, subscribe the Notes
“ANZ”	Australia and New Zealand Banking Group Limited
“Board”	the board of Directors
“BOCI Asia”	BOCI Asia Limited
“BofA Merrill Lynch”	Merrill Lynch International

“Citigroup”	Citigroup Global Markets Limited
“Commerzbank”	Commerzbank Aktiengesellschaft
“Company”	Techtronic Industries Company Limited (創科實業有限公司), a public company limited by shares incorporated in Hong Kong, the shares of which are listed on the Stock Exchange
“Deutsche Bank”	Deutsche Bank AG, Singapore Branch
“Dealers”	Citigroup, HSBC, ANZ, BofA Merrill Lynch, BOCI Asia, Commerzbank, Deutsche Bank, Goldman Sachs L.L.C., Mizuho Securities, MUFG, SCB and any other dealer appointed from time to time by the Company either generally in respect of the Programme or in relation to a particular series of the Notes
“Directors”	the directors of the Company
“Goldman Sachs L.L.C.”	Goldman Sachs (Asia) L.L.C.
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“Mizuho Securities”	Mizuho Securities Asia Limited
“MUFG”	MUFG Securities EMEA plc
“Notes”	medium term notes that may be issued from time to time by the Company under the Programme
“Programme”	the U.S.\$500,000,000 medium term note programme established by the Company
“SCB”	Standard Chartered Bank (Hong Kong) Limited
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“U.S.\$”	United States dollars, the lawful currency of the United States
“United States”	the United States of America

By order of the Board  
**Techtronic Industries Company Limited**  
**Horst Julius Pudwill**  
*Chairman*

Hong Kong, 5 June 2017

*As at the date of this announcement, the Board comprises five Group Executive Directors, namely Mr. Horst Julius Pudwill (Chairman), Mr. Stephan Horst Pudwill (Vice Chairman), Mr. Joseph Galli Jr. (Chief Executive Officer), Mr. Patrick Kin Wah Chan and Mr. Frank Chi Chung Chan, two Non-executive Directors, namely, Prof. Roy Chi Ping Chung BBS JP and Mr. Camille Jojo and five Independent Non-executive Directors, namely, Mr. Christopher Patrick Langley OBE, Mr. Manfred Kuhlmann, Mr. Peter David Sullivan, Mr. Vincent Ting Kau Cheung and Mr. Johannes-Gerhard Hesse.*