



Techtronic Industries

TECHTRONIC INDUSTRIES CO. LTD.

**NOMINATION OF DIRECTORS BY
SHAREHOLDERS**

TECHTRONIC INDUSTRIES CO. LTD.

**The Stock Exchange of Hong Kong Limited
Ordinary Shares (code: 669)**

ADR Level 1 Programme (code: TTNDY)

Techtronic Industries Co. Ltd.
(the “Company”)
Nomination of Directors by Shareholders

General

Pursuant to Article 107 of the Articles of Association of the Company, no person, other than a retiring Director, shall be eligible for election to the office of director of the Company (“Director”) at any general meeting unless:-

1. he is recommended by the Board of Directors (the “Board”) for election; and
2. notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company in the period commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, provided that such period shall be at least seven days.

Documents provided by Shareholders to nominate a person to stand for election as a Director

Accordingly, if a shareholder wishes to nominate a person to stand for election as a Director, the following documents must be validly served on the Company Secretary of the Company:

1. his notice of intention to propose a resolution at the general meeting; and
2. a notice in writing executed by the nominated candidate of his willingness to be elected together with:-
 - (a) the information of the nominated candidate as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and such other required information as set out in the “Required Information of the Candidate(s) Nominated by Shareholders” session; and
 - (b) the candidate’s written consent to the publication of his personal data.

Required Information of the Candidate(s) Nominated by Shareholders

In order to enable the Company's shareholders to make an informed decision on their election of Director, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

1. full name and age;
2. positions held with the Company and/or its subsidiaries and/or its associated corporations (if any);
3. experience including: (a) other directorships held in the last three years in public companies of which the securities are listed on any securities market in Hong Kong or overseas, and (b) other major appointments and professional qualifications;
4. length or proposed length of service with the Company;
5. current employment and such other information (which may include business experience and academic qualifications) of which the Company's shareholders should be aware of, pertaining to the ability or integrity of the candidate;
6. relationships with any member of the Board, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
7. the interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
8. a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of the such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that need to be brought to the attention of the Company's shareholders; and
9. contact details.

General Meeting

The Shareholder proposing the candidate will be required to read out aloud the proposed resolution at the general meeting for such election.

Reviewed and adopted by the Board on 22 March 2012.