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Techtronic Industries Co. Ltd.

(Incorporated in Hong Kong with limited liability)

(Stock Code: 669)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of the Company will be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on May 27, 2009 at 10:00 a.m. for the following purposes:

1. To receive and consider the Statement of Accounts and the Reports of the Directors and Auditors for the year ended December 31, 2008.
2. To declare a final dividend of HK3.00 cents per share to shareholders whose names appear on the Register of Members of the Company on May 27, 2009.
3. To re-elect Directors and to authorise the Board of Directors of the Company to fix the Directors' remuneration.
4. To appoint Auditors and to authorise the Board of Directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions, as indicated below:

ORDINARY RESOLUTIONS

5. **“THAT:**
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the share capital of the Company and to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers be and it is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers during and after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the

exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures and securities which are convertible into shares of the Company; or (iii) the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue of options to subscribe for, or rights to acquire, shares of the Company; or (iv) an issue of shares by way of scrip dividends pursuant to the articles of association of the Company from time to time, shall not exceed:

(A) 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 passing this resolution; and

(B) 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 passing this resolution (less any shares allotted and issued pursuant to sub-paragraph (A) above),

provided that any shares to be allotted and issued pursuant to the approval in paragraph (a) above shall not be issued at a discount of more than 5% to the Benchmarked Price (as hereinafter defined) of the shares, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Benchmarked Price” shall be a price which is the higher of:

(i) the closing price of the shares of the Company as stated in the daily quotations sheet of the Stock Exchange (as hereinafter defined) on the date of signing of the agreement to which the transaction relates; and

(ii) the average closing price of the shares of the Company as stated in the Stock Exchange’s daily quotations sheet for the five trading days immediately preceding the earliest of:

(A) the date of signing of the agreement to which the transaction relates;

(B) the date on which the relevant transaction is announced; or

(C) the date on which the price of the shares of the Company to be issued pursuant to the transaction is fixed;

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares of the Company or any class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to overseas shareholders or fractional entitlement or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong); and

“Stock Exchange” means The Stock Exchange of Hong Kong Limited.”

6. **“THAT:**

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the share capital of the Company on the Stock Exchange (as hereinafter defined) or on any other exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of share capital of the Company purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting; and

“Stock Exchange” means The Stock Exchange of Hong Kong Limited.”

7. “**THAT** conditional upon the passing of the ordinary resolutions numbered 5 and 6 in the notice convening the annual general meeting of the Company at which this resolution is proposed, the aggregate nominal amount of the shares in the capital of the Company which are purchased by the Company pursuant to and in accordance with the said resolution numbered 6 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the said resolution numbered 5.”

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as special resolution:

SPECIAL RESOLUTION

8. “**THAT** the Articles of Association of the Company be and are hereby amended by:
- (a) with respect to Article 5(B),

deleting the words “, and that any holder of shares of the class present in person or by proxy may demand a poll” in the last sentence;
 - (b) with respect to Article 67,
 - (i) inserting the words “or twenty business days’ notice (whichever is longer)” after the words “twenty-one days’ notice” in line 2; and
 - (ii) inserting the words “or ten business days’ notice (whichever is longer)” after the words “fourteen day’s notice” in line 4;
 - (c) with respect to Article 72,

deleting the word “for” in line 8 and replacing therewith the word “or”;
 - (d) with respect of Article 74,

deleting the existing Article 74 in its entirety and substituting therefore the following new Article 74:-

“74. At any general meeting a resolution put to the vote at the meeting shall be decided on a poll.”;

- (e) with respect of Article 75,

deleting the existing Article 75 in its entirety and substituting therefore the following new Article 75:-

“75. A poll at any general meeting shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman directs.”;

- (f) with respect of Article 76,

deleting the existing Article 76 in its entirety and substituting therefore the following new Article 76:-

“76. The election of a Chairman of a meeting or any question of adjournment shall be decided at the meeting and without adjournment.”;

- (g) with respect of Article 77,

deleting the first sentence of Article 77 and replacing therewith the following new sentence:-

“In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.”;

- (h) with respect of Article 78,

deleting the existing Article 78 in its entirety and substituting therefore the following:-

“78. Intentionally deleted.”;

- (i) with respect of Article 80,

deleting the existing Article 80 in its entirety and substituting therefore the following new Article 80:-

“80. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting, every member who, being an individual, is present in person (or, being a corporation, is present by a representative duly authorised under Section 115 of the Companies Ordinance) or by proxy shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid (but so that no amount paid up or credited as fully paid up on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid up on the share).”;

- (j) with respect of Article 83,
 - (i) deleting the words “, whether on a show of hands or on a poll,” in lines 2 and 3; and
 - (ii) deleting the words “on a poll” in line 5;
- (k) with respect of Article 85,

deleting the words “On a poll votes” in line 3 and replacing therewith the word “Votes”;
- (l) with respect of Article 87,
 - (i) deleting the words “or poll (as the case may be)” in line 6; and
 - (ii) deleting the words “or on a poll demanded at a meeting or an adjourned meeting” in lines 9 and 10;
- (m) with respect of Article 171,

deleting the words “subject to and to the extent permitted by and in accordance with applicable law” and replacing therewith the words “subject to and to the extent permitted by and in accordance with applicable law and the rules promulgated from time to time by the designated stock exchange on which the Company is listed and upon the obtaining of all necessary consents required thereunder (if any)”;

and
- (n) with respect of Article 177(B),

inserting the words “and the rules promulgated from time to time by the designated stock exchange on which the Company is listed and upon the obtaining of all necessary consents required thereunder (if any)” after the words “To the extent permitted by and in accordance with applicable law” in line 1.”

By Order of the Board
Frank Chi Chung Chan
Company Secretary

Hong Kong
April 27, 2009

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member.

2. A form of proxy for the meeting is enclosed. In order to be valid, the form of proxy, together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the registered office of the Company at 24/F., CDW Building, 388 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if the members so wish. In such event, the instrument appointing proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from May 25, 2009 to May 27, 2009 both days inclusive, during which period no transfers of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars, Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on May 22, 2009.
5. The Directors standing for re-election under Resolution No. 3 are Mr. Frank Chi Chung Chan, Mr. Stephan Horst Pudwill, Mr. Christopher Patrick Langley OBE and Mr. Manfred Kuhlmann.
6. A circular containing the information regarding, inter alia, the Directors proposed to be re-elected, the general mandate to issue shares, the mandate to repurchase shares of the Company and the amendments to the Articles of Association has been sent to the members of the Company.

As at the Latest Practicable Date, the Board comprised six Group executive Directors, namely, Mr. Horst Julius Pudwill (Chairman), Dr. Roy Chi Ping Chung JP (Vice Chairman), Mr. Joseph Galli, Jr. (Chief Executive Officer), 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 four Independent Non-executive Directors, namely, Mr. Joel Arthur Schleicher, Mr. Christopher Patrick Langley OBE, Mr. Manfred Kuhlmann and Mr. Peter David Sullivan.