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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Techtronic Industries Company Limited (the “Company”), you should at once hand this circular with the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Techtronic Industries Co. Ltd.**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 669)**

**PROPOSALS INVOLVING  
RE-ELECTION OF DIRECTORS,  
GRANT OF GENERAL MANDATES  
TO ISSUE SHARES AND TO BUY BACK SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the annual general meeting of the Company (the “Annual General Meeting”) to be held at Plaza Meeting Room, Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on May 23, 2014 at 10:00 a.m., at which, among other things, the above proposals will be considered is set out on pages 15 to 19 of this circular.

Whether or not you propose to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the registered office of the Company at 24th Floor, CDW Building, 388 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting if you so wish.

April 8, 2014

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Plaza Meeting Room, Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on May 23, 2014 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company
“associates”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“business day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution no. 6 as set out in the Notice
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Techtronic Industries Company Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	April 3, 2014, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Notice”	the notice of Annual General Meeting set out on pages 15 to 19 of this circular
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of Shares

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## DEFINITIONS

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“Share Options”	the share options granted under the relevant share option schemes adopted by the Company, entitling holders thereof to subscribe for new Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

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## LETTER FROM THE BOARD

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Techtronic Industries Co. Ltd.  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 669)**

*Group Executive Directors:*

Mr. Horst Julius Pudwill (*Chairman*)  
Mr. Joseph Galli Jr. (*Chief Executive Officer*)  
Mr. Patrick Kin Wah Chan  
Mr. Frank Chi Chung Chan  
Mr. Stephan Horst Pudwill

*Registered Office:*

24th Floor  
CDW Building  
388 Castle Peak Road  
Tsuen Wan  
New Territories  
Hong Kong

*Non-executive Director:*

Prof. Roy Chi Ping Chung BBS JP

*Independent Non-executive Directors:*

Mr. Joel Arthur Schleicher  
Mr. Christopher Patrick Langley OBE  
Mr. Manfred Kuhlmann  
Mr. Peter David Sullivan  
Mr. Vincent Ting Kau Cheung

April 8, 2014

*To the Shareholders and  
for information only to the holders of the  
Share Options*

Dear Sir or Madam,

**PROPOSALS INVOLVING  
RE-ELECTION OF DIRECTORS,  
GRANT OF GENERAL MANDATES  
TO ISSUE SHARES AND TO BUY BACK SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the proposals involving the re-election of Directors and the grant of general mandates to issue Shares and to buy back Shares.

**FINAL DIVIDEND AND BOOK CLOSURES (RESOLUTION 2 OF THE NOTICE)**

To ascertain Shareholders' eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from May 22, 2014 to May 23, 2014 (both days inclusive), during which period no transfers of Shares will be effected. In order to qualify to attend

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## LETTER FROM THE BOARD

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and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on May 21, 2014.

The Board has recommended a final dividend for the year ended December 31, 2013 of HK13.75 cents per Share and if such dividend is approved by the Shareholders at the Annual General Meeting, it is expected to be paid on or about June 27, 2014 to those Shareholders whose names appear on the register of Shareholders on May 30, 2014.

To ascertain Shareholders' entitlement to the final dividend, the register of members of the Company will be closed from May 29, 2014 to May 30, 2014 (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, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on May 28, 2014.

### **RE-ELECTION OF DIRECTORS (RESOLUTION 3 OF THE NOTICE)**

As at the Latest Practicable Date, the Board comprises five Group Executive Directors, namely, Mr. Horst Julius Pudwill (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, Prof. Roy Chi Ping Chung BBS JP and five Independent Non-executive Directors, namely, Mr. Joel Arthur Schleicher, Mr. Christopher Patrick Langley OBE, Mr. Manfred Kuhlmann, Mr. Peter David Sullivan and Mr. Vincent Ting Kau Cheung.

Pursuant to article 103 of the Articles of Association, Mr. Horst Julius Pudwill, Mr. Joseph Galli Jr., Mr. Manfred Kuhlmann and Mr. Peter David Sullivan shall retire from office at the Annual General Meeting, and they being eligible, will offer themselves for re-election at the Annual General Meeting. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

Pursuant to code provision A.4.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, any further appointment of an Independent Non-executive Director who has served more than 9 years should be subject to a separate resolution to be approved by shareholders.

Mr. Manfred Kuhlmann was appointed as an Independent Non-executive Director in 2004 and has served on the Board for more than 9 years. As far as the Board is aware, Mr. Kuhlmann has no familial or contractual relationships with any other directors, senior management or substantial or controlling shareholders of the Company. In addition, Mr. Kuhlmann has provided an annual confirmation of independence to the Company, in which he confirmed that he has fully complied with each of the factors for assessing independence set out in Rule 3.13 of the Listing Rules. Thus, the Board still considers Mr. Kuhlmann to be suitably independent and believes that his valuable knowledge and experience will continue to contribute to the Board.

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## LETTER FROM THE BOARD

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Mr. Peter David Sullivan was appointed as an Independent Non-executive Director in 2008. As far as the Board is aware, Mr. Sullivan has no familial or contractual relationships with any other directors, senior management or substantial or controlling shareholders of the Company. In addition, Mr. Sullivan has provided an annual confirmation of independence to the Company, in which he confirmed that he has fully complied with each of the factors for assessing independence set out in Rule 3.13 of the Listing Rules. Thus, the Board considers Mr. Sullivan to be suitably independent and believes that his valuable knowledge and experience will continue to contribute to the Board.

### **GENERAL MANDATE TO ISSUE SHARES (RESOLUTIONS 5 AND 7 OF THE NOTICE)**

At the annual general meeting of the Company held on May 24, 2013, general mandates were granted by the Company to the Directors to exercise the powers of the Company to issue Shares and buy back Shares. Such mandates will lapse at the conclusion of the Annual General Meeting. The Directors, therefore, propose to seek your approval of two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with 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 passing the resolution (i.e. a maximum of 182,992,394 Shares on the assumption that no additional Shares will be issued and/or bought back between the Latest Practicable Date and the Annual General Meeting); 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 passing the resolution (i.e. a maximum of 365,984,788 Shares on the assumption that no additional Shares will be issued and/or bought back between the Latest Practicable Date and the Annual General Meeting less any Shares allotted and issued for cash) and adding to such general mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares bought back by the Company after the granting of the general mandate to buy back up to 10% of the issued share capital of the Company at the date of passing the Buy-back Resolution.

The full text of the ordinary resolutions to be proposed at the Annual General Meeting in relation to the proposed grant of a general mandate to the Directors to issue Shares are set out in resolutions 5 and 7 in the Notice set out on pages 15 to 18 of this circular.

### **GENERAL MANDATE TO BUY BACK SHARES (RESOLUTION 6 OF THE NOTICE)**

At the annual general meeting of the Company held on May 24, 2013, a general mandate was given by the Company to the Directors to exercise the powers of the Company to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors, therefore, propose to seek your approval of the Buy-back Resolution to be proposed at the Annual General Meeting. An explanatory statement as required under the Listing Rules to provide the requisite information of the Buy-back Resolution is set out in Appendix I to this circular.

The full text of the Buy-back Resolution is set out in resolution 6 in the Notice set out on pages 17 to 18 of this circular.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

Notice has been set out on pages 15 to 19 of this circular.

There is enclosed a form of proxy for use at the Annual General Meeting. A member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend and vote instead of him. Whether or not you intend to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the registered office of the Company at 24th Floor, CDW Building, 388 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules, any votes of shareholders at a general meeting must be taken by poll, except where the chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Therefore, the chairman of the Annual General Meeting will demand a poll for each and every resolution put forward at the Annual General Meeting pursuant to article 74 of the Articles of Association. The Company will appoint scrutineers to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the HKExnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.ttigroup.com](http://www.ttigroup.com) no later than the business day following the Annual General Meeting.

### RECOMMENDATION

The Board considers that the proposals mentioned above, including the proposals for the re-election of Directors and the grant of general mandates to issue Shares and to buy back Shares are in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of  
**Techtronic Industries Company Limited**  
**Veronica Ka Po Ng**  
*Company Secretary*



This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the buy-back of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Buy-back Resolution. This appendix also constitutes the memorandum required under Section 239 of the Companies Ordinance.

### **(1) BUY-BACK PROPOSAL**

Resolution No. 6 to be proposed at the Annual General Meeting relates to the granting of a general mandate to the Directors to buy back Shares representing up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Buy-back Resolution at any time until the earlier of (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders in general meeting.

The Shares to be bought back by the Company are fully paid up. As at the Latest Practicable Date, the number of Shares in issue was 1,829,923,941. Subject to the passing of the Buy-back Resolution and on the assumption that no additional Shares will be issued and/or bought back between the Latest Practicable Date and the Annual General Meeting, the Company would be allowed under the mandate to buy back a maximum of 182,992,394 Shares, representing approximately 10% of the issued share capital of the Company.

The Directors believe that the Buy-back Resolution is in the interest of the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years and there have been occasions when Shares were trading at a substantial discount to their underlying net asset value. Buy-back of Shares may enhance the Company's net asset value per Share and earnings per Share. In these circumstances, the ability of the Company to buy back Shares can be beneficial to those Shareholders who retain their investment in the Company since their possible percentage interest in the assets of the Company would increase in proportion to the number of Shares bought back by the Company.

### **(2) FUNDING OF BUY-BACKS**

Buy-backs of Shares would be financed entirely from the Company's available cashflow or working capital facilities. Any buy-backs of Shares will be made out of funds of the Company legally available for such purpose in accordance with the Articles of Association and the laws of Hong Kong, including profits otherwise available for distribution. Under the Companies Ordinance, a company's profits available for distribution are its accumulated, realised profits, so far as not previously utilised by distribution or capitalisation, less its accumulated, realised losses, so far as not previously written off in a reduction or reorganisation of capital duly made.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts for the year ended December 31, 2013 in the event that the Buy-back Resolution was to be carried out in full at any time during the proposed

buy-back period. However, the Directors do not propose to exercise the Buy-back Resolution to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### **(3) UNDERTAKING OF DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make buy-backs pursuant to the Buy-back Resolution and in accordance with the Listing Rules and the applicable laws of Hong Kong.

### **(4) DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates presently intend to sell Shares to the Company under the Buy-back Resolution in the event that the Buy-back Resolution is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares, nor that they have undertaken not to sell any Shares held by them to the Company in the event that the Buy-back Resolution is approved by the Shareholders.

### **(5) EFFECT OF TAKEOVERS CODE**

If on the exercise of the power to buy back Shares pursuant to the Buy-back Resolution, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Horst Julius Pudwill, together with his spouse and his controlled corporations, were beneficially interested in 362,280,794 Shares (excluding Share Options) representing approximately 19.80% of the issued share capital of the Company, Prof. Roy Chi Ping Chung BBS JP, together with his controlled corporations, were beneficially interested in 50,005,948 Shares (excluding Share Options and excluding the 37,075,030 Shares held by Cordless Industries Company Limited, which is a company beneficially owned by Mr. Horst Julius Pudwill and Prof. Roy Chi Ping Chung BBS JP and which Shares were included in the shareholdings of Mr. Horst Julius Pudwill controlled corporations as aforesaid) representing approximately 2.73% of the issued share capital of the Company and Mr. Stephan Horst Pudwill (son of Mr. Horst Julius Pudwill), together with his trust interest, were beneficially interested in 41,859,500 Shares (excluding Share Options) representing approximately 2.29% of the issued share capital of the Company. In the event that the Directors exercise in full the power to buy back Shares under the Buy-back Resolution, the shareholdings of Mr. Horst Julius Pudwill, Prof. Roy Chi Ping Chung BBS JP and Mr. Stephan Horst Pudwill, together with their respective spouse, trust interest and controlled corporations in the Company, would be increased to approximately 22.00%, 3.04% and 2.54% of the issued share capital of the Company respectively, which would constitute an aggregate shareholding of 27.58%

of the issued share capital of the Company. In the opinion of the Directors, an increase in such an aggregate shareholding shall not give rise to an obligation on the part of all of Mr. Horst Julius Pudwill, Prof. Roy Chi Ping Chung BBS JP and Mr. Stephan Horst Pudwill, whom shall be consider as parties acting in concert pursuant to the Takeovers Code, to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Furthermore, the Company may not buy back Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

**(6) MARKET PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months are as follows:

	<b>Prices of Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2013</b>		
May	20.65	18.22
June	21.00	16.20
July	20.50	17.98
August	19.64	17.46
September	21.00	18.56
October	20.80	18.16
November	21.20	18.62
December	22.05	19.50
<b>2014</b>		
January	22.15	18.28
February	20.65	18.62
March	22.30	19.12
April (up to the Latest Practicable Date)	23.35	21.55

**(7) BUY-BACKS OF SHARES MADE BY THE COMPANY**

The Company has bought back a total of 250,000 Shares on the Stock Exchange in the six months preceding the Latest Practicable Date, details of which are as follows:

	Number of Shares bought back	Prices paid	
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>Date of buy-back</b>			
November 15, 2013	<u>250,000</u>	<u>19.16</u>	<u>18.96</u>
<b>Total:</b>	<u><u>250,000</u></u>		

The Directors have no present intention to exercise the power to buy back the Shares under the Buy-back Resolution in the event that the Buy-back Resolution is approved by the Shareholders to such extent as to result in the amount of Shares held by the public being reduced to less than 25%.

Details of Directors proposed to be re-elected at the Annual General Meeting are as follows:

**Mr. Horst Julius Pudwill — Chairman, Group Executive Director**

Mr. Horst Julius Pudwill, aged 69, is Chairman of the Company, a position he has held since he jointly founded the Group in 1985. Until 2008, he also served as Chief Executive Officer. As Chairman, Mr. Pudwill focuses on the strategic planning and development of the Group and continues to have oversight of the operations, with the Chief Executive Officer reporting directly to him. Mr. Pudwill has extensive experience in international trade, business and commerce. Mr. Pudwill is also a director of Sunning Inc. which has an interest in the equity of the Company.

Mr. Pudwill holds a Master of Science Degree in Engineering and a General Commercial Degree. Save as disclosed herein, Mr. Pudwill had not held any directorship in the last three years preceding the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Pudwill had personal interests of 145,361,000 Shares, family interests of 760,000 Shares, corporate interests of 216,159,794 Shares of which 179,084,764 Shares held by Sunning Inc. and 37,075,030 Shares held by Cordless Industries Company Limited (a company which Mr. Pudwill is a shareholder holding 70% of the issued share capital) and had personal interests in Share Options to subscribe for 2,000,000 Shares. Such interests are required to be notified to the Stock Exchange pursuant to Part XV of the SFO. Other than these Shares and Share Options, Mr. Pudwill does not have any other interests (within the meaning of Part XV of the SFO) in the Shares. Mr. Pudwill is the father of Mr. Stephan Horst Pudwill, the Group Executive Director of the Company. Save as disclosed herein, Mr. Pudwill does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Pursuant to the service contract between Mr. Pudwill and the Company in respect of his capacity as an Executive Director, (i) Mr. Pudwill is not appointed for any specific term but shall be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association; and (ii) Mr. Pudwill receives no director's fee for being an Executive Director. The remuneration payable to Mr. Pudwill as Chairman will be fixed by the Board after recommendation by the Remuneration Committee of the Board with reference to his experience and the Company's performance. For the year ended December 31, 2013, Mr. Pudwill received emoluments as Chairman in the amount of approximately US\$5,521,000.

Save for the information disclosed above, the Board and Mr. Pudwill have indicated that there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention to the Shareholders.

**Mr. Joseph Galli Jr. — Chief Executive Officer, Group Executive Director**

Mr. Joseph Galli Jr., aged 56, joined the Group in 2006 as the Chief Executive Officer of Techtronic Appliances and was appointed as Chief Executive Officer and Executive Director of the Company effective February 1, 2008. He is responsible for integrating acquisitions in North America and Europe, and enhancing the global sales potential of the Group's strong brand portfolio. He is also responsible for leading the management team in the Group's daily operation.

Mr. Galli joined Black & Decker in 1980 where he worked for over 19 years and held various high level management positions, rising to the position of President of Worldwide Power Tools and Accessories. During his tenure at Black & Decker, he was responsible for highly successful launch of the “DeWalt®” Brand heavy duty power tools in 1992. After leaving Black & Decker, Mr. Galli joined Amazon.com where he was President and Chief Operating Officer from 1999 to 2000. From 2001 to 2005, he was a Director and Chief Executive Officer of Newell Rubbermaid Inc.

Mr. Galli graduated from the University of North Carolina in 1980 with a Bachelor of Science in Business Administration. In 1987, he obtained an MBA from Loyola College in Baltimore, Maryland. Save as disclosed herein, Mr. Galli had not held any directorship in the last three years preceding the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Galli had personal interests of 867,000 Shares and had personal interests in Share Options to subscribe for 1,000,000 Shares. Such interests are required to be notified to the Stock Exchange pursuant to Part XV of the SFO. Other than these Shares and Share Options, Mr. Galli does not have any other interest (within the meaning of Part XV of the SFO) in the Shares. As far as the Board is aware, Mr. Galli does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Mr. Galli has entered into a service contract with the Company (the “Service Contract”) in respect of his capacity as Chief Executive Officer of the Company which has an initial fixed term from February 1, 2008 up to January 31, 2011 or such longer period as the Company may at its sole discretion determine (upon the recommendation of the Chairman and Board approval) thereunder, and which may thereafter be terminated by either Mr. Galli or the Company by giving six months’ prior written notice. He currently receives a basic annual salary of US\$1,200,000 (equivalent to approximately HK\$9,360,000) under the Service Contract, subject to review by the Company from time to time, and shall be entitled to (i) performance-related annual bonus payments subject to review by the Chairman and Board approval and (ii) performance-related restricted share awards subject to review by the Chairman, Board approval and compliance with the rules of the share award scheme adopted by the Company on January 9, 2008 (the “Restricted Shares”). No Restricted Shares has been granted by the Company to Mr. Galli since February 1, 2008. Mr. Galli currently also receives other benefits-in-kind and allowances under the Service Contract, including but not limited to participation in the Company’s senior executive retirement plan upon its implementation and reimbursement of traveling and entertainment expenses. The emolument package of Mr. Galli as Chief Executive Officer of the Company has been reviewed and approved by the Remuneration Committee of the Company with reference to his qualifications, experience and responsibilities, the levels of emolument of other senior executives of the Company and prevailing market conditions. For the year ended December 31, 2013, Mr. Galli received emoluments as Chief Executive Officer in the amount of approximately US\$12,851,000.

Pursuant to the service contract between Mr. Galli and the Company in respect of his capacity as an Executive Director of the Company, (i) Mr. Galli is not appointed for any specific term but shall be subject to retirement by rotation and re-election at least once every three years at the annual general

meeting of the Company in accordance with the Articles of Association; and (ii) Mr. Galli receives no director's fee for being an Executive Director. The remuneration payable to Mr. Galli as Chief Executive Officer will be fixed by the Board after recommendation by the Remuneration Committee of the Board with reference to his experience and the Company's performance.

Save for the information disclosed above, the Board and Mr. Galli have indicated that there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention to the Shareholders.

**Mr. Manfred Kuhlmann — Independent Non-executive Director**

Mr. Manfred Kuhlmann, aged 69, was appointed as an Independent Non-executive Director in 2004. He was General Manager of Dresdner Bank AG Hong Kong Branch between 1994 and 1998 and General Manager of Dresdner Bank AG Dubai before he retired in August 2004. Mr. Kuhlmann is a graduate of the Banking Academy, Hamburg and has extensive experience in the finance and banking industry. Since 2005 he served as "Hamburg Ambassador" in the UAE to support the economic ties between Hamburg, Germany and the UAE. He retired from that position in May 2013 as he had moved his residence to Cyprus. Since July 2009 Mr. Kuhlmann was a Non-executive Director and member of the Board of Avicenna Pharma Development FZLLC in Dubai, he retired from that position on December 31, 2010. Save as disclosed herein, Mr. Kuhlmann had not held any directorship in the last three years preceding the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Kuhlmann had personal interests in Share Options to subscribe for 350,000 Shares. Such interests are required to be notified to the Stock Exchange pursuant to Part XV of the SFO. Other than these Share Options, Mr. Kuhlmann does not have any other interest (within the meaning of Part XV of the SFO) in the Shares. As far as the Board is aware, Mr. Kuhlmann does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Pursuant to the service contract between Mr. Kuhlmann and the Company, Mr. Kuhlmann is not appointed for a specific term but shall be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. The director's remuneration payable to Mr. Kuhlmann as Independent Non-executive Director will be fixed by the Board after recommendation by the Remuneration Committee of the Board with reference to his experience and the prevailing market conditions in respect of directors' fee for independent non-executive directors. For the year ended December 31, 2013, Mr. Kuhlmann received director's emoluments as Independent Non-executive Director in the amount of approximately US\$117,000.

Save for the information disclosed above, the Board and Mr. Kuhlmann have indicated that there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention to the Shareholders.

**Mr. Peter David Sullivan — Independent Non-executive Director**

Mr. Peter David Sullivan, aged 66, was appointed as Independent Non-executive Director effective February 1, 2008. He was an Executive Director and Chief Executive Officer of Standard Chartered Bank (Hong Kong) Limited. Mr. Sullivan held governance responsibility for franchises of the Standard Chartered Group in Japan, Australia, the Philippines and Bohai Bank in Tianjin, China. He also held a number of other major appointments, including as the Chairman of the Hong Kong Association of Banks and the British Chamber of Commerce.

Mr. Sullivan has been appointed as a Non-executive director to the boards of Standard Bank Group and The Standard Bank of South Africa Limited with effect from January 15, 2013. He is the Chairman and Non-executive director of Healthcare Locums plc, and a Non-executive director of Winton Capital plc. Mr. Sullivan was an Independent Non-executive director of SmarTone Telecommunications Holdings Limited, a Non-executive director of AXA Asia Pacific Holdings Limited that is listed on the Australian and New Zealand stock exchanges, and the Chairman and Non-executive director of Cenkos Securities plc listed on AIM.

Mr. Sullivan holds a Bachelor of Science Degree from the University of New South Wales. Save as disclosed herein, Mr. Sullivan had not held any directorship in the last three years preceding the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Sullivan had personal interests in Share Options to subscribe for 650,000 Shares. Such interests are required to be notified to the Stock Exchange pursuant to Part XV of the SFO. Other than these Share Options, Mr. Sullivan does not have any other interest (within the meaning of Part XV of the SFO) in the Shares. As far as the Board is aware, Mr. Sullivan does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Pursuant to the service contract between Mr. Sullivan and the Company, Mr. Sullivan is not appointed for a specific term but shall be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. The director's remuneration payable to Mr. Sullivan as Independent Non-executive Director will be fixed by the Board after recommendation by the Remuneration Committee of the Board with reference to his experience and the prevailing market conditions in respect of directors' fee for independent non-executive directors. For the year ended December 31, 2013, Mr. Sullivan received director's emoluments as Independent Non-executive Director in the amount of approximately US\$123,000.

Save for the information disclosed above, the Board and Mr. Sullivan have indicated that there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention to the Shareholders.





**Techtronic Industries Co. Ltd.**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 669)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of the Company will be held at Plaza Meeting Room, Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on May 23, 2014 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, 2013.
2. To declare a final dividend of HK13.75 cents per share to shareholders whose names appear on the Register of Members of the Company on May 30, 2014.
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 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 buy back shares 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 bought back 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.”

By Order of the Board  
**Veronica Ka Po Ng**  
*Company Secretary*

Hong Kong  
April 8, 2014

**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. To ascertain Shareholders' eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from May 22, 2014 to May 23, 2014 (both days inclusive), during which period no transfers of Shares will be effected. In order to qualify to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on May 21, 2014.

To ascertain Shareholders' entitlement to the proposed final dividend upon passing of resolution numbered 2 set out in this notice, the register of members of the Company will be closed from May 29, 2014 to May 30, 2014 (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, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on May 28, 2014.

5. The Directors standing for re-election under Resolution No. 3 are Mr. Horst Julius Pudwill, Mr. Joseph Galli Jr., Mr. Manfred Kuhlmann and Mr. Peter David Sullivan.
6. A circular containing the information regarding, inter alia, the Directors proposed to be re-elected, the general mandate to issue shares and the general mandate to buy back shares of the Company has been sent to the members of the Company.

*As at the Latest Practicable Date, the Board comprised five Group Executive Directors, namely, Mr. Horst Julius Pudwill (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, Prof. Roy Chi Ping Chung BBS JP and five Independent Non-executive Directors, namely, Mr. Joel Arthur Schleicher, Mr. Christopher Patrick Langley OBE, Mr. Manfred Kuhlmann, Mr. Peter David Sullivan and Mr. Vincent Ting Kau Cheung.*