

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "Extraordinary General Meeting") of the shareholders of Techtronic Industries Company Limited (the "Company") will be held at Jade Ballroom 1, 3rd Floor, Furama Hotel Hong Kong, 1 Connaught Road Central, Hong Kong on 31st July 2000 at 9:30 a.m., for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"THAT:

- (i) the sale and purchase agreement dated as of 30th May 2000 made among Ryobi North America, Inc., Ryobi Motor Products Corp., Ryobi America Corporation (collectively, the "Sellers"), Ryobi Limited and the Company (the "Sale and Purchase Agreement") in respect of the sale and purchase of (a) certain assets relating to the business of the Sellers of the design, manufacture, importation and sale in North America of portable and pneumatic power tools, bench top, corded power tools and hand tools and accessories, (b) certain liabilities associated with the business referred to in (a) and (c) all the issued and outstanding capital stock of Ryobi Canada Inc. and Ryobi Taiwan Corp., a copy of which has been produced to the meeting marked "A" and signed by the chairman of the meeting by way of identification, be and is hereby approved and confirmed and the entering into by the Company of the Sale and Purchase Agreement and all deeds, documents and agreements expressed to be ancillary thereto or in connection therewith, including, but not limited to, the Related Agreements (as defined in the Sale and Purchase Agreement) and the performance by the Company of its obligations thereunder be and are hereby unconditionally approved; and
- (ii) the directors of the Company be and are hereby authorised to do whatever acts and things they may consider necessary or desirable or expedient for the purpose of, or in connection with, the implementation of the agreements referred to in (i) above, or any of them, and the transactions contemplated by each of them, and to make and agree such non-material variations to the terms of any of such agreements and any other deeds, documents and agreements referred to in any of them as the directors of the Company in their discretion consider to be desirable and in the interests of the Company."

By order of the board of directors of
Techtronic Industries Company Limited
Chi Chung Chan
Company Secretary

Hong Kong, 14th July 2000

Registered Office:
24th Floor
CDW Building
388 Castle Peak Road
Tsuen Wan
Hong Kong

Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Extraordinary General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be lodged with the registered office of the Company at 24th Floor, CDW Building, 388 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Extraordinary General Meeting or at any adjourned meeting should they so wish.