



Techtronic Industries Co. Ltd.

(Incorporated in Hong Kong with limited liability)

(Stock Code : 669)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the Company will be held at Taishan Room, 5th Floor, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 28th May, 2004 at 10:30 a.m. (or so soon thereafter as the annual general meeting of the Company convened for the same place and date shall have been concluded or adjourned) for the purpose of considering and, if thought fit, pass, with or without amendments, the following resolutions to the intent that Resolution no.1 and Resolution no.2 will be proposed as Ordinary Resolutions and Resolution no.3 will be proposed as a Special Resolution:

ORDINARY RESOLUTIONS

(1) **"THAT:**

- (i) the directors of the Company be and are hereby authorised to grant to Mr. Horst Julius Pudwill and Mr. Roy Chi Ping Chung (together, the "Grantees") options (the "Share Options") to subscribe for 13,293,000 and 6,646,000 ordinary shares of HK\$0.20 each in the capital of the Company (the "Shares") respectively (and upon the Share Subdivision (as defined in Resolution no.2 set out in the notice convening this extraordinary general meeting at which this resolution is proposed) becoming effective, 26,586,000 and 13,292,000 Subdivided Shares (as defined in Resolution no.2 set out in the notice convening this extraordinary general meeting at which this resolution is proposed) respectively, in each case, at the subscription price of HK\$25.55 per Share (and, upon the Share Subdivision becoming effective, HK\$12.775 per Subdivided Share) subject to such conditions (if any) on the exercise of the Share Options as stipulated in the offer letters to be issued pursuant to paragraph 4.2 of the share option scheme of the Company adopted on 28th March, 2002; and
- (ii) the directors of the Company or a duly authorised committee thereof be and are hereby authorised to do any act or things or to sign, seal, execute and/or deliver any documents for and on behalf of the Company as may be necessary, desirable or expedient in connection with the grant of Share Options to the Grantees."

- (2) **"THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in, the shares of the Company in their subdivided form, every share of HK\$0.20 in the issued and unissued share capital of the Company be and is hereby subdivided (the "Share Subdivision") into two shares of HK\$0.10 each (the "Subdivided Shares") with effect from 9:30 a.m. on the business day (not being a Saturday) immediately following the date on which this resolution is passed and the directors of the Company be and are hereby authorised to execute or authorise such things and such documents as they may consider necessary or desirable in connection therewith."

SPECIAL RESOLUTION

- (3) **"THAT,** subject to the passing of Resolution no. 5 set out in the notice of the Annual General Meeting and the passing of Resolution no.2 above, the articles of association of the Company be hereby amended by deleting the existing Article 3 thereof and replacing with the following new Article 3:

"3. The authorised share capital of the Company is HK\$240,000,000 divided into 2,400,000,000 shares of HK\$0.10 each."

By order of the board of
Techtronic Industries Co. Ltd.
Chi Chung Chan
Company Secretary

28th April, 2004

Registered Office:

24th Floor

CDW Building

388 Castle Peak Road

Tsuen Wan, New Territories

Hong Kong

Notes:

- (1) A shareholder entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a shareholder of the Company.
- (2) In the case of joint registered holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the senior shall alone be entitled to vote and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's registered office 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 meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person should they so desire.
- (4) A form of proxy for use at the meeting is enclosed with the circular despatched to shareholders.
- (5) Mr. Horst Julius Pudwill, Mr. Roy Chi Ping Chung, the other directors of the Company and their respective associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) would abstain from voting on Resolution no. 1 above.

As at the date of this Notice, the Board comprises five Group executive Directors, namely, Mr. Horst Julius Pudwill (Chairman and Chief Executive Officer), Mr. Roy Chi Ping Chung (Group Managing Director), Mr. Patrick Kin Wah Chan, Mr. Frank Chi Chung Chan and Dr. Akio Urakami and three independent non-executive Directors, namely, Mr. Vincent Ting Kau Cheung, Mr. Joel Arthur Schleicher and Mr. Christopher Patrick Langley.

Please also refer to the published version of this announcement in The Standard and Hong Kong Economic Times.