



Techtronic Industries Co. Ltd.

(Incorporated in Hong Kong with limited liability)

(Stock Code : 669)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "Meeting") of Techtronic Industries Company Limited (the "Company") will be held at Harbour Room, 3rd Floor, The Ritz-Carlton, Hong Kong, 3 Connaught Road, Central, Hong Kong on 3rd January 2005 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment(s), the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT** the terms of, and the transactions contemplated under, a conditional stock purchase agreement, dated 28th August 2004, entered into between Atlas Copco AB, Atlas Copco North America Inc. and Atlas Copco Holding GmbH, all as sellers and the Company, Ryobi Technologies GmbH and Techtronic Industries North America, Inc. all as purchasers (the "**Stock Purchase Agreement**") (a copy of which has been produced to the Meeting, and marked "A" and initialled by the chairman of the Meeting for the purpose of identification) and all other transactions contemplated therein and all other agreements ancillary thereto, be and are hereby confirmed and approved and any director of the Company, as directed by the board of directors of the Company, be and is hereby authorised to execute all such documents and to do all such acts, matters and things as he may in his sole discretion consider necessary or desirable on behalf of the Company for the purpose of or in connection with the Stock Purchase Agreement or the transaction contemplated therein."

By Order of the Board
Chi Chung Chan
Company Secretary

Hong Kong, 23rd November 2004

Registered office:

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

Notes:

1. A form of proxy for use at the Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either executed under its common seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
3. Any member of the Company 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 such member. A proxy need not be a member of the Company.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the registered office of the Company at 24th Floor, 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 (as the case may be).
5. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the Meeting in person or by proxy, the joint holder whose name stands first in the register of members of the Company, in respect of such shares, shall alone be entitled to vote in respect thereof.

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