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## **TECHTRONIC INDUSTRIES CO. LTD.**

**創科實業有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 669)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of Techtronic Industries Company Limited (the “**Company**”) will be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 27 May 2009 at 11:00 a.m. (or, if later, immediately following the adjournment or conclusion of the annual general meeting of the Company which has been convened to be held at 10:00 a.m. on the same date and at the same place) or any adjournment(s) thereof, for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

1. “**THAT**

- (a) the creation and issue of US\$50,900,000 in principal amount of 8.5% unlisted and unsecured convertible bonds due 2014 (the “**Tranche 2 Bonds**”) and up to US\$25,000,000 in principal amount of 8.5% unlisted and unsecured convertible bonds due 2014 (the “**Optional Bonds**”) by the Company, on and subject to the terms and conditions contained in the subscription agreement dated 24 April 2009 (the “**Subscription Agreement**”) (a copy of which has been produced to this meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) between the Company and Merrill Lynch Far East Limited, The Hongkong and Shanghai Banking Corporation Limited and Citigroup Global Markets Asia Limited (the “**Placing Agents**”) in respect of, inter alia, the placing of the Tranche 2 Bonds and the Optional Bonds be and is hereby generally and unconditionally approved in all respects;
- (b) the creation and issue of 18,964,831 warrants (the “**Tranche 2 Warrants**”) and up to 9,314,750 warrants (the “**Optional Warrants**”) by the Company, on and subject to the terms and conditions contained in the Subscription Agreement between the Company and the Placing Agents in respect of, inter alia, the placing of the Tranche 2 Warrants and the Optional Warrants be and is hereby generally and unconditionally approved in all respects;
- (c) the directors of the Company be and are hereby generally and specifically authorised to issue the Tranche 2 Bonds, the Tranche 2 Warrants, the Optional Bonds and the Optional Warrants on and subject to the terms and conditions of the Subscription Agreement, the terms and conditions of the Bonds (the “**Bond Conditions**”) and the terms and conditions of the Warrants (the “**Warrant Conditions**”);
- (d) the directors of the Company be and are hereby generally and specifically authorised to allot and issue such number of new shares (“**Specific Mandate**”) as may be required to be allotted and issued upon conversion of all of the Tranche 2 Bonds and Optional Bonds and exercise of all of the Tranche 2 Warrants and Optional Warrants approved to be issued

under paragraphs (a) and (b) of this resolution on and subject to the terms and conditions of the Subscription Agreement, the Bond Conditions and the Warrant Conditions. The Specific Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the directors of the Company by the shareholders of the Company in the annual general meeting of the Company held on 27 May 2009 at 10:00 a.m. or such other general or specific mandate(s) that may have been granted to the directors of the Company prior to the passing of this resolution; and

- (e) any director(s) of the Company be and is/are hereby authorised to sign, seal, execute, perfect, deliver all such documents and to do all such things and acts as he may in his discretion consider necessary, expedient or desirable to effect the issue of the Tranche 2 Bonds, the Tranche 2 Warrants, the Optional Bonds and the Optional Warrants as contemplated under the Subscription Agreement, upon such terms and conditions as the board of directors of the Company may think fit.”

By Order of the Board  
**Frank Chi Chung Chan**  
Company Secretary

Hong Kong  
11 May 2009

*Notes:*

1. A shareholder of the Company (a “**Shareholder**”) entitled to attend and vote at the EGM may appoint one or more proxies to attend and to vote in his stead. A proxy need not be a Shareholder.
2. Where there are joint registered holders of any share of the Company (a “**Share**”), any one such person may vote at the EGM, 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 EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy when duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to 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 EGM or any adjournment thereof.
4. A circular containing further information regarding, *inter alia*, the Subscription Agreement and the Specific Mandate has been sent to the members of the Company.

*As at the date of this notice, the Board of the Company comprises 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.*