

---

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

---

**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**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 REPURCHASE SHARES,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

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 18, 2012 at 10:00 a.m., at which, among other things, the above proposals will be considered is set out on pages 15 to 21 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 13, 2012

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	3
Final dividend and book closures .....	4
Re-election of Directors .....	4
General mandate to issue Shares .....	4
General mandate to repurchase Shares .....	5
Amendments to the Articles of Association .....	5
Annual General Meeting .....	6
Voting by poll .....	6
Recommendation .....	6
<b>Appendix I — Explanatory statement</b> .....	7
<b>Appendix II — Details of Directors proposed to be re-elected</b> .....	11
<b>Appendix III — Notice of Annual General Meeting</b> .....	15

---

## DEFINITIONS

---

*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 18, 2012 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
“Companies Ordinance”	Companies Ordinance (Chapter 32 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
“Convertible Bonds”	the 8.5% unlisted and unsecured convertible bonds due 2014 in the aggregate principal amount of US\$150.00 million (approximately HK\$1,170.00 million) issued by the Company
“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 10, 2012, 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 21 of this circular
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 6 as set out in the Notice
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

---

## DEFINITIONS

---

“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Share Option(s)”	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 Code on Takeovers and Mergers and Share Repurchases 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.

---

## LETTER FROM THE BOARD

---



**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 13, 2012

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

Dear Sir or Madam,

**PROPOSALS INVOLVING  
RE-ELECTION OF DIRECTORS,  
GRANT OF GENERAL MANDATES  
TO ISSUE SHARES AND TO REPURCHASE SHARES,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
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, the grant of general mandates to issue Shares and to repurchase Shares, and the amendments to the Articles of Association.

---

## LETTER FROM THE BOARD

---

### **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 17, 2012 to May 18, 2012 (both days inclusive), during which period no transfers of shares will be effected. In order to qualify for attend and vote for 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 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on May 16, 2012.

The Board has recommended a final dividend for the year ended December 31, 2011 of HK7.75 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 July 6, 2012 to those Shareholders whose names appear on the register of Shareholders on May 25, 2012.

To ascertain Shareholders' entitlement to the final dividend, the register of members of the Company will be closed from May 24, 2012 to May 25, 2012 (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 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on May 23, 2012.

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

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.

Pursuant to article 103 of the Articles of Association, Mr. Frank Chi Chung Chan, Mr. Stephan Horst Pudwill, Mr. Vincent Ting Kau Cheung and Mr. Manfred Kuhlmann 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.

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

At the annual general meeting of the Company held on May 20, 2011, general mandates were granted by the Company to the Directors to exercise the powers of the Company to issue Shares and repurchase 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 166,104,463 Shares

---

## LETTER FROM THE BOARD

---

on the assumption that no additional Shares will be issued and/or repurchased 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 332,208,927 Shares on the assumption that no additional Shares will be issued and/or repurchased 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 repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued share capital of the Company at the date of passing the Repurchase 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 REPURCHASE SHARES (RESOLUTION 6 OF THE NOTICE)**

At the annual general meeting of the Company held on May 20, 2011, a general mandate was given by the Company to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors, therefore, propose to seek your approval of the Repurchase 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 Repurchase Resolution is set out in Appendix I to this circular.

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

### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION (RESOLUTION 8 OF THE NOTICE)**

In view of the amendments to the Listing Rules which come into effect during the course of 2012, the Directors propose to make certain amendments to the Articles of Association by way of a special resolution to give effect to the following:

- (i) to allow the chairman at a general meeting to exempt certain prescribed procedural or administrative matters from voting by poll;
- (ii) to remove the exemption for voting by a Director on a Board resolution in which such a Director has an aggregate beneficial interest of not more than 5%; and
- (iii) to require a physical Board meeting in lieu of a written resolution where a substantial shareholder of the Company or a Director has a material conflict of interest in a matter or business to be considered by the Board.

---

## LETTER FROM THE BOARD

---

Accordingly, a special resolution will be proposed at the Annual General Meeting to amend the existing Articles of Association. The proposed amendments are set out as resolution no. 8 in the Notice set out on pages 18 to 20 of this circular.

Our legal advisers, Messrs. Vincent T. K. Cheung, Yap & Co., have confirmed that the proposed amendments to the Articles of Association comply with the requirements of the Listing Rules and the laws of Hong Kong. The Company also confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed in Hong Kong.

### **ANNUAL GENERAL MEETING**

Notice has been set out on pages 15 to 21 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 the 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 the existing 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 websites 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, the grant of general mandates to issue Shares and to repurchase Shares, and the amendments to the Articles of Association of the Company 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(b) of the Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution. This appendix also constitutes the memorandum required under Section 49BA(3) of the Companies Ordinance.

### **(1) REPURCHASE PROPOSAL**

Resolution No. 6 to be proposed at the Annual General Meeting relates to the granting of a general mandate to the Directors to repurchase Shares representing up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase 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 purchased by the Company are fully paid up. As at the Latest Practicable Date, the number of Shares in issue was 1,661,044,636. Subject to the passing of the Repurchase Resolution and on the assumption that no additional Shares will be issued and/or repurchased between the Latest Practicable Date and the Annual General Meeting, the Company would be allowed under the mandate to repurchase a maximum of 166,104,463, representing approximately 10% of the issued share capital of the Company.

The Directors believe that the Repurchase 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. Repurchases 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 repurchase 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 repurchased by the Company.

### **(2) FUNDING OF REPURCHASES**

Repurchases of Shares would be financed entirely from the Company's available cashflow or working capital facilities. Any repurchases of Shares will be made out of funds of the Company legally available for such purpose in accordance with its memorandum and 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, 2011 in the event that the Repurchase Resolution was to be carried out in full at any time during the

proposed repurchase period. However, the Directors do not propose to exercise the Repurchase 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 purchases pursuant to the Repurchase 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 Repurchase Resolution in the event that the Repurchase 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 Repurchase Resolution is approved by the Shareholders.

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

If on the exercise of the power to repurchase Shares pursuant to the Repurchase 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 399,280,794 Shares (excluding Share Options) representing approximately 24.04% of the issued share capital of the Company and Prof. Roy Chi Ping Chung BBS JP together with his spouse and his controlled corporations were beneficially interested in 56,541,948 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 3.40% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Resolution, the shareholdings of Mr. Horst Julius Pudwill and Prof. Roy Chi Ping Chung BBS JP, together with their respective spouse and controlled corporations, in the Company would be increased to approximately 26.71% and 3.78% of the issued share capital of the Company respectively, which would constitute an aggregate shareholding of 30.49% of the issued share capital of the Company. In the opinion of the Directors, an increase in such an aggregate shareholding shall give rise to an obligation on the part of both of Mr. Horst Julius Pudwill and Prof. Roy Chi Ping Chung BBS JP, whom shall be considered as parties acting in concert pursuant to the

Takeovers Code, to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have, at present, no intention to exercise the Repurchase Mandate to such extent which would result in Mr. Horst Julius Pudwill and Prof. Roy Chi Ping Chung BBS JP and parties acting in concert with them becoming obliged to make a mandatory offer pursuant to Rule 26 of the Takeovers Code. Furthermore, the Company may not repurchase 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>2011</b>		
May	10.74	9.27
June	9.69	9.08
July	9.58	8.03
August	8.56	6.34
September	7.76	5.06
October	7.25	4.60
November	7.85	6.52
December	8.10	7.08
<b>2012</b>		
January	9.47	7.84
February	10.24	8.53
March	10.84	9.01
April (up to the Latest Practicable Date)	10.76	9.99

**(7) PURCHASES OF SHARES MADE BY THE COMPANY**

The Company has repurchased a total of 1,200,000 Shares on the Stock Exchange in the six months preceding the Latest Practicable Date, details of which are as follows:

<b>Date of repurchase</b>	<b>Number of Shares repurchased</b>	<b>Prices paid</b>	
		<b>Highest HK\$</b>	<b>Lowest HK\$</b>
October 14, 2011	500,000	6.33	6.23
October 17, 2011	150,000	6.25	6.06
October 19, 2011	350,000	5.61	5.51
January 5, 2012	<u>200,000</u>	8.01	7.93
<b>Total:</b>	<u>1,200,000</u>		

The Directors have no present intention to exercise the power to purchase the Shares under the Repurchase Resolution in the event that the Repurchase 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. Frank Chi Chung Chan — Group Executive Director, Group Chief Financial Officer**

Mr. Frank Chi Chung Chan, aged 58, joined the Group in 1991 and was appointed as Executive Director in 1992. He is now responsible for corporate affairs and financial management of the Group.

Mr. Chan is a fellow member of The Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants, a member of The Institute of Chartered Accountants in England & Wales, an associate of the Taxation Institute of Hong Kong and qualified to practise as a Certified Public Accountant in Hong Kong.

Mr. Chan is currently an Independent Non-executive Director of Gold Peak Industries (Holdings) Limited, and an Independent Director of Tsit Wing International Holdings Limited, companies listed on the stock exchanges of Hong Kong and Singapore respectively. Save as disclosed herein, Mr. Chan 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. Chan 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 Share Options, Mr. Chan does not have any other interests (within the meaning of Part XV of the SFO) in the Shares. As far as the Board is aware, Mr. Chan 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. Chan and the Company, Mr. Chan 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. The director's remuneration payable to Mr. Chan as an Executive Director 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, 2011, Mr. Chan received director's emoluments in the amount of approximately US\$912,000.

Save for the information disclosed above, the Board and Mr. Chan 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. Stephan Horst Pudwill — Group Executive Director, President of Strategic Planning**

Mr. Stephan Horst Pudwill, aged 35, joined the Group in 2004 and was appointed as Executive Director in 2006. He is mainly responsible for managing, improving and monitoring internal operations and identifying synergistic business opportunities within the Group.

Prior to joining the Group, Mr. Pudwill held managerial positions at Daimler Chrysler AG that included product marketing and strategic planning for the Mercedes-Benz car group. Mr Pudwill holds a Bachelor of Arts Degree from the University of British Columbia.

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 4,509,500 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. Pudwill does not have any other interest (within the meaning of Part XV of the SFO) in the Shares. Mr. Pudwill is son of Mr. Horst Julius Pudwill, the Chairman 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, 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. The director's remuneration payable to Mr. Pudwill as an Executive Director 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, 2011, Mr. Pudwill received director's emoluments in the amount of approximately US\$428,000.

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. Vincent Ting Kau Cheung — Independent Non-executive Director**

Mr. Vincent Ting Kau Cheung, aged 70, was appointed as a Director in 1991 and was re-designated as an Independent Non-executive Director on March 30, 2012. He is a Non-executive Director of Gold Peak Industries (Holdings) Limited, listed on the Stock Exchange.

Mr. Cheung is a graduate in law from University College London and has been a practising solicitor since 1970. He is qualified to practice law in Hong Kong and England and Wales and he is now a Consultant of Vincent T.K. Cheung, Yap & Co. He is also a Fellow of University College London and a Commandeur de l'Ordre du Mérite Agricole from France. Save as disclosed herein, Mr. Cheung 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. Cheung had personal interests of 1,920,000 Shares and had personal interests in Share Options to subscribe for 600,000 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. Cheung 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. Cheung 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. Cheung and the Company, Mr. Cheung 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. Cheung as an 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, 2011, Mr. Cheung received director's emoluments as Non-executive Director in the amount of approximately US\$100,000.

Save for the information disclosed above, the Board and Mr. Cheung 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 67, 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 serves as "Hamburg Ambassador" in the UAE, to support the economic ties between Hamburg, Germany and the UAE. 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 31 December 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 600,000 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 an 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, 2011, Mr. Kuhlmann received director's emoluments in the amount of approximately US\$120,000.

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.





**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 18, 2012 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, 2011.
2. To declare a final dividend of HK7.75 cents per share to shareholders whose names appear on the Register of Members of the Company on May 25, 2012.
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 HK\$0.10 each in the share capital 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 repurchase shares of HK\$0.10 each in the share capital 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 purchased 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.”

#### SPECIAL RESOLUTION

8. “**THAT** the Articles of Association of the Company be and are hereby amended by:

- (a) with respect of Article 2,

inserting the following definition immediately after the definition of “summary financial report” and adding the words “substantial shareholder” as marginal note to the following definition:

““substantial shareholder” shall mean a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the Listing Rules from time to time) of the voting power at any general meeting of the Company.”;

- (b) with respect to Article 74,

deleting the existing Article 74 in its entirety and substituting therefor the following:

“74. (A) At any general meeting a resolution put to vote at the meeting shall be decided on a poll, save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural and administrative matter to be voted on by a show of hands. For the purposes of these Articles, procedural and administrative matters are those that:

- (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the members; and
- (ii) relate to the duties of the Chairman to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all the members a reasonable opportunity to express their views.

(B) Where a show of hands is allowed, before or on the declaration of the result of the shows of hands, a poll may be demanded:

- (i) by at least three members present in person or by proxy for the time being entitled to vote at the meeting; or
- (ii) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iii) by a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

(C) Where a resolution is voted on by a show of hands, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour or against such resolution.”;

(c) with respect to Article 75,

inserting the following at the end of the existing Article 75:

“The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Stock Exchange.”;

(d) with respect to Article 102(G)(iii),

deleting the existing Article 102(G)(iii) in its entirety and substituting therefor the following:

“(iii) Intentionally deleted.”;

(e) with respect to Article 102(H),

deleting the existing Article 102(H) in its entirety and substituting therefor the following:

“(H) Intentionally deleted.”;

- (f) with respect to Article 102(I),

deleting the existing Article 102(I) in its entirety and substituting therefor the following:

“(I) Intentionally deleted.”; and

- (g) with respect to Article 134,

inserting the following at the end of the existing Article 134:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”.

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

Hong Kong  
April 13, 2012

**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 17, 2012 to May 18, 2012 (both days inclusive), during which period no transfers of shares will be effected. In order to qualify for attend the vote for 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 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on May 16, 2012.

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 24, 2012 to May 25, 2012 (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 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on May 23, 2012.

5. The Directors standing for re-election under Resolution No. 3 are Mr. Frank Chi Chung Chan, Mr. Stephan Horst Pudwill, Mr. Vincent Ting Kau Cheung and Mr. Manfred Kuhlmann.
6. A circular containing the information regarding, inter alia, the Directors proposed to be re-elected, the general mandate to issue shares, the mandate to repurchase shares of the Company and amendments to the Articles of Association 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.*