



TCC INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1136)

FORM OF PROXY EXTRAORDINARY GENERAL MEETING TO BE HELD ON 21 JANUARY 2010 OR ANY ADJOURNMENT THEREOF

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ shares of
HK\$0.10 each in the share capital of TCC International Holdings Limited (the "Company"), HEREBY APPOINT (Note 3) the chairman of the meeting
or _____
of _____
as my/our proxy to attend for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Gloucester Room, 2nd Floor,
Mandarin Oriental, Hong Kong Limited, 5 Connaught Road, Central, Hong Kong on Thursday, 21 January 2010 at 10:00 a.m. for the purpose of considering
and, if thought fit, passing the resolution set out in the notice convening the said meeting set out in the circular of the Company dated 5 January 2010
convening the said meeting and at such meeting, or at any adjournment thereof, to vote for me/us and in my/our name(s) in respect of the said resolutions as
hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To approve the Hong Kong Cement Supply Agreement and the annual caps in relation thereto.		
2.	To approve the PRC Cement Supply Agreement and the annual caps in relation thereto.		
3.	To approve the Chia Hsin Cement Agreement and the annual caps in relation thereto.		
4.	To approve the Conch International Trading Clinker Agreement and the annual caps in relation thereto.		
5.	To approve the TCC Guigang Cement/Clinker Transportation and Management Service Agreement, the TCC Guigang Gypsum/Coal Transportation and Management Service Agreement and the relevant annual caps in relation thereto.		
6.	To approve the TCC Yingde Cement/Clinker Transportation and Management Service Agreement, the TCC Yingde Coal Transportation and Management Service Agreement and the relevant annual caps in relation thereto.		
7.	To approve the TCC Fuzhou Transportation and Management Service Agreement and the annual caps in relation thereto.		

Signature(s) _____ (Note 7)

Dated this _____ day of _____ 2010

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. If any proxy other than the chairman of the meeting is preferred, strike out the words "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "AGAINST". Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution put to the meeting.
5. To be valid, this 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 such power of attorney or authority, must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the said meeting or any adjourned meeting.
6. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
7. This proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either executed under seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
8. The proxy need not be a member of the Company.
9. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.