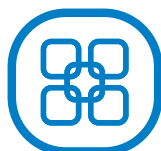


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## **TCC INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1136)**

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

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of TCC International Holdings Limited (the “**Company**”) will be held at Gloucester Room, 2nd Floor, Mandarin Oriental, Hong Kong Limited, 5 Connaught Road, Central, Hong Kong on Tuesday, 23 February 2010 at 2:30 p.m. for the purpose of considering and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

(A) “**THAT**:–

- (i) the agreement dated 11 December 2009 (the “**Acquisition Agreement**”) (a copy of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose) entered into among the Vendor, PMHL and the Company (each as defined in the circular of the Company dated 2 February 2010 (the “**Circular**”), a copy of which is produced to the meeting marked “B” and initialed by the chairman of the meeting for identification purpose) pursuant to which the Company has agreed to acquire the entire issued share capital of the Target Company (as defined in the Circular) from the Vendor and the Vendor has agreed to assign the Shareholder Loan (as defined in the Circular) to the Company, in accordance with the terms and conditions of the Acquisition Agreement (the “**Acquisition**”), and the transactions contemplated under the Acquisition Agreement and the implementation thereof be and are hereby confirmed, approved and ratified; and

- (ii) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents (with or without the affixation of the common seal but to be countersigned by the secretary of the Company or by another director of the Company if the common seal of the Company is required to be affixed thereto), instructions and agreements and to do all such acts and things deemed by him to be incidental to, ancillary to, or in connection with the matters contemplated under this resolution.”
- (B) “**THAT** the authorised share capital of the Company be increased from HK\$300,000,000 divided into 2,348,830,000 Ordinary Shares of HK\$0.10 each and 651,170,000 Convertible Preference Shares of HK\$0.10 each to HK\$565,117,000 divided into 5,000,000,000 Ordinary Shares of HK\$0.10 each and 651,170,000 Convertible Preference Shares of HK\$0.10 each by the creation of an additional 2,651,170,000 new Ordinary Shares of HK\$0.10 each.”

By Order of the Board of  
**TCC INTERNATIONAL HOLDINGS LIMITED**  
**Kwok Pui Ha**  
*Company Secretary*

Hong Kong, 2 February 2010

*Notes:*

1. The register of members of the Company will be closed from 19 February 2010 to 23 February 2010, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the above meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 18 February 2010.
2. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
3. In order to be valid, the instrument appointing a proxy and 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 in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
4. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll.

*As at the date of this announcement, the Board of Directors of the Company is comprised of Mr. Koo, Cheng-Yun, Leslie as the Chairman and an executive Director; Mr. Wu Yih Chin as the Managing Director and an executive Director; Dr. Shan Weijian, Mr. Chang, An-Ping, Nelson, Mr. Chang, Kang-Lung, Jason and Ms. Wang, Lishin, Elizabeth as non-executive Directors; and Mr. Liao Poon Huai, Donald, Dr. Chih Ching Kang, Kenneth and Mr. Shieh, Jen-Chung, Roger as independent non-executive Directors.*