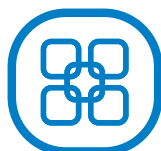


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TCC INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1136)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual 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 at 2:30 p.m. on 26 May 2010 for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 December 2009;
2. To declare the final dividend recommended by the Directors in respect of the year ended 31 December 2009;
3. To appoint and re-elect Directors;
4. To authorise the board of Directors to fix the remuneration of the Directors;
5. To re-appoint the auditors of the Company and to authorise the board of Directors to fix their remuneration;

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(A) **“THAT:**

- (1) subject to paragraph (3) of this resolution, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (2) the approval in paragraph (1) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (3) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (1) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of any option granted under the Company’s share option scheme; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend in accordance with the articles of association of the Company;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly;

(4) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest 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 any applicable laws or the articles of association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, 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).”

(B) “**THAT:**

- (1) subject to paragraph (2) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares in the capital of the Company, subject to and in accordance with all applicable laws and/or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company, be and is hereby generally and unconditionally approved;
- (2) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (1) of this resolution 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 of this resolution and the said approval shall be limited accordingly;

(3) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest 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 any applicable laws or the articles of association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the passing of the resolutions set out as paragraphs (A) and (B) in item 6 of the notice convening this meeting being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company be and is hereby extended by the addition to the aggregate nominal amount of the shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the powers of the Company to repurchase such shares provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT**:–

- (a) the memorandum of association of the Company be amended by deleting the existing Clause 6 in its entirety and substituting therefor the following new Clause 6:

“The share capital of the Company is 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.”; and

- (b) the articles of association of the Company be amended by deleting the existing Article 3 in its entirety and substituting therefor the following new Article 3:

“The share capital of the Company is 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 order of the Board of
TCC International Holdings Limited
Kwok Pui Ha
Company Secretary

Hong Kong, 16 April 2010

Notes:

1. The register of members of the Company will be closed from 24 May 2010 to 26 May 2010 (both days inclusive), during which period no transfer of shares will be registered.
2. 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 20 May 2010.
3. 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.
4. 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.
5. Concerning resolution (A) set out in item 7 of this notice, approval is being sought from members for a general mandate to be given to the Directors to authorise allotment of additional shares in the capital of the Company in the event that it becomes desirable. The Directors have no immediate plan to issue any new shares of the Company.

6. Concerning resolution (B) set out in item 7 of this notice, approval is being sought from members for a general mandate to be given to the Directors to repurchase the Company's shares. The Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate and beneficial for the Company and its Shareholders.
7. Concerning resolution (C) set out in item 7 of this notice, approval is being sought from members for an extension of the general mandate given to the Directors to allot, issue and otherwise deal with additional shares by adding to it the number of shares repurchased under the authority granted pursuant to resolution (B) set out in item 6 of this notice.
8. 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.