

---

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

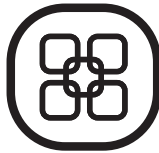
---

**If you are in any doubt** about this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in TCC International Holdings Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale 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.

---

**TCC INTERNATIONAL HOLDINGS LIMITED**

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

**(Stock Code: 1136)**

**PROPOSALS INVOLVING RE-ELECTION OF DIRECTORS  
GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE NEW SHARES  
AMENDMENTS TO THE MEMORANDUM AND ARTICLES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A letter from the board of directors of the Company is set out on pages 3 to 6 of this circular.

The notice of an annual general meeting of TCC International Holdings Limited to 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 is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy for the annual general meeting in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the annual general meeting or any adjourned meeting should you so wish.

16 April 2010

---

# CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	3
Directors for re-election .....	4
Grant of general mandates .....	4
Amendments to the Memorandum and Articles .....	5
Annual General Meeting and proxy procedure .....	6
Recommendations .....	6
Responsibility statement .....	6
<b>Appendix I – Relevant details of Directors proposed to be re-elected     at the Annual General Meeting</b> .....	7
<b>Appendix II – Explanatory statement on the Repurchase Mandate</b> .....	10
<b>Notice of Annual General Meeting</b> .....	14

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to 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
“Articles”	the articles of association of the Company (as amended from time to time)
“associate(s)”	has the same meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Company”	TCC International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“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
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the Company’s power to allot, issue and otherwise deal with new Shares in the Company with a nominal amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution approving such mandate (such mandate to be extended to shares repurchased by the Company pursuant to the Repurchase Mandate)

---

## DEFINITIONS

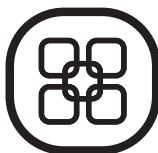
---

“Latest Practicable Date”	8 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company (as amended from time to time)
“Repurchase Mandate”	The general and unconditional mandate to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange with a nominal amount up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution approving such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholders”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

---

## LETTER FROM THE BOARD

---



### TCC INTERNATIONAL HOLDINGS LIMITED

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

**(Stock Code: 1136)**

*Executive Directors:*

Mr. Koo, Cheng-Yun, Leslie (*Chairman*)

Mr. Wu Yih Chin (*Managing Director*)

*Non-executive Directors:*

Dr. Shan Weijian

Mr. Chang, An-Ping, Nelson

Mr. Chang, Kang-Lung, Jason

Ms. Wang, Lishin, Elizabeth

*Independent non-executive Directors:*

Mr. Liao Poon Huai, Donald

Dr. Chih Ching Kang, Kenneth

Mr. Shieh, Jen-Chung, Roger

*Registered office:*

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Head office and principal place of  
business in Hong Kong*

16th Floor,

Hong Kong Diamond Exchange Building

8-10 Duddell Street

Central

Hong Kong

16 April 2010

*To all Shareholders*

Dear Sirs,

**PROPOSALS INVOLVING RE-ELECTION OF DIRECTORS  
GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE NEW SHARES  
AMENDMENTS TO THE MEMORANDUM AND ARTICLES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information on matters to be proposed at the Annual General Meeting involving: (i) the re-election of Directors; (ii) the grant of the Issue Mandate and the Repurchase Mandate; and (iii) the amendments to the Memorandum and Articles and to send you the notice of the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

### **DIRECTORS FOR RE-ELECTION**

According to Article 116 of the Articles, Mr. Koo, Cheng-Yun, Leslie, Mr. Chang, An-Ping, Nelson and Mr. Chang, Kang-Lung, Jason shall retire from office by rotation and shall be eligible for re-election at the Annual General Meeting. Relevant details of each of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

Each of the Directors subject to re-election has confirmed with the Company that the information in relation to their respective biographies contained herein complied with Rule 13.51(2) of the Listing Rules and that there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

### **GRANT OF GENERAL MANDATES**

At the annual general meeting of the Company held on 27 May 2009, the Directors were granted general mandates (i) to allot, issue and otherwise deal with Shares with a nominal amount not exceeding 20% of the issued share capital of the Company as at the date of passing such resolution and the nominal amount (up to a maximum of 10% of the aggregate nominal amount of the Company's issued share capital pursuant to the mandate granted under (ii) below) of any Shares repurchased by the Company; and (ii) to exercise the powers of the Company to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing such resolution.

These mandates adopted on 27 May 2009 will expire at the conclusion of the Annual General Meeting.

### **The Repurchase Mandate**

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate, in the terms set out in the notice of the Annual General Meeting, which would enable the Directors to exercise the powers of the Company to repurchase its own securities on the Stock Exchange at any time during the period ended on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date upon which such authority is revoked or varied at a general meeting of the Shareholders; and (iii) the date by which the next annual general meeting of the Company is required to be held by applicable laws or the Articles. The aggregate nominal amount of Shares to be purchased pursuant to the Repurchase Mandate shall not exceed 10% of the share capital of the Company in issue as at the date of passing the relevant resolution.

An explanatory statement to provide relevant information in respect of the Repurchase Mandate is set out in the Appendix II to this circular.

---

## LETTER FROM THE BOARD

---

### **The Issue Mandate**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,196,788,046 Shares.

Subject to the passing of the proposed resolution for the approval of the Issue Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to allot, issue and deal with Shares with a nominal amount not exceeding HK\$43,935,760, being 20% of the issued share capital of the Company as at the date of passing the relevant resolution, and adding to such general mandate so granted to the Directors any Shares with a nominal amount representing up to the aggregate nominal amount of the Shares repurchased by the Company upon the exercise of the Repurchase Mandate.

### **AMENDMENTS TO THE MEMORANDUM AND ARTICLES**

In line with the increase in authorised share capital of the Company duly passed at the extraordinary general meeting held on 23 February 2010, the Board proposes that the relevant provisions in the Memorandum and Articles be amended so as to align the Memorandum and Articles with such increase. The proposed amendments to the Memorandum and Articles are subject to the approval of the Shareholders by way of special resolution to be proposed at the Annual General Meeting. Details of the proposed amendments to the Memorandum and Articles are set out as follows:

- (1) The Memorandum 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.”

- (2) The Articles 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.”

---

## LETTER FROM THE BOARD

---

### ANNUAL GENERAL MEETING AND PROXY PROCEDURE

A notice of an annual general meeting of the Company to 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 is set out on pages 14 to 18 of this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the enclosed form of proxy for the Annual General Meeting in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting.

### RECOMMENDATIONS

The Directors consider that the proposed re-election of Directors, granting of the Issue Mandate and Repurchase Mandate and amendments to the Memorandum and Articles are in the best interests of the Company and the Shareholders as a whole, and therefore recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,  
For and on behalf of  
**TCC International Holdings Limited**  
**Mr. Koo, Cheng-Yun, Leslie**  
*Chairman*

*This appendix sets out the relevant details of the Directors proposed to be re-elected at the Annual General Meeting:*

**Mr. Koo, Cheng-Yun, Leslie (“Mr. Koo”)**, aged 55, is the Chairman and an executive Director of the Company. Mr. Koo is responsible for the overall policy and direction of the Group. He became a Director of Hong Kong Cement Manufacturing Company Limited (which carried on the Group cement business in Hong Kong prior to the Group’s re-organisation in September 1997) in July 1991. He is also the vice-chairman of Quon Hing Concrete Company Limited and Director of Hong Kong Concrete Company Limited, both being associated companies of the Company. He holds a Bachelor Degree in Accounting from the University of Washington and a Master Degree in Business Administration from the Wharton School of the University of Pennsylvania, the USA. He is currently the Chairman and president of Taiwan Cement Corporation (“**T’Cement**”), the ultimate holding company of the Company. Mr. Koo serves as the Chairman of China Synthetic Rubber Corporation, Chairman of Taiwan Prosperity Chemical Corporation, a Director of China Steel Chemical Co., Ltd., a Director of CTCI Corporation, the Chairman of Synpac (N.C.) Limited, USA and the Chairman of Continental Carbon Company, USA. T’Cement, China Synthetic Rubber Corporation, Taiwan Prosperity Chemical Corporation, CTCI Corporation and China Steel Chemical Co., Ltd. are companies listed on the Taiwan Stock Exchange Corporation.

Save as disclosed above and other than the relationship arising from his being an executive Director, Mr. Koo does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

There is neither any service contract between the Company and Mr. Koo nor any proposed length of service with the Company in respect of his directorship. Mr. Koo’s directorship will be subject to retirement by rotation and re-election according to the Articles. The Director’s fee and a performance related incentive bonus received by Mr. Koo for his capacity as executive Director for the year ended 31 December 2009 was HK\$200,000 and HK\$4,000,000 respectively. Save as disclosed, he did not receive any other emoluments for the year ended 31 December 2009.

As at the Latest Practicable Date, Mr. Koo held 17,416,000 Shares. Save as disclosed above, Mr. Koo does not have and is not deemed to have, other interests and short positions in the shares or debentures of the Company and its associated companies within the meaning of Part XV of the SFO.

There is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Koo and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Koo’s re-election.

**Mr. Chang, An-Ping, Nelson (“Mr. N. Chang”)**, aged 57, is a non-executive Director of the Company and the brother-in-law of Mr. Koo who is the chairman and an executive Director of the Company. Mr. N. Chang is also the uncle of two non-executive Directors of the Company, Mr. Chang, Kang-Lung, Jason and Ms. Wang, Lishin, Elizabeth. Mr. N. Chang graduated from New York University with a Master Degree in Business Administration. Mr. N. Chang is a Director of T’Cement and Chia Hsin Cement Corporation (“**Chia Hsin Cement**”), the parent company of a substantial shareholder of the Company named Chia Hsin Pacific Limited (“**CHPL**”). Mr. N. Chang is also a Director of CHPL. In addition, Mr. N. Chang is Directors of China Synthetic Rubber Corporation and Taiwan Prosperity Chemical Corporation. T’Cement, Chia Hsin Cement, China Synthetic Rubber Corporation and Taiwan Prosperity Chemical Corporation are companies listed on the Taiwan Stock Exchange Corporation.

Save as disclosed above and other than the relationship arising from his being a non-executive Director, Mr. N. Chang does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company.

There is neither any service contract between the Company and Mr. N. Chang nor any proposed length of service with the Company in respect of his directorship. Mr. N. Chang’s directorship will be subject to retirement by rotation and re-election according to the Articles. The Director’s fee received by Mr. N. Chang for his capacity as non-executive Director for the year ended 31 December 2009 was HK\$200,000. Save as disclosed, he did not receive any other emoluments for the year ended 31 December 2009.

As at the Latest Practicable Date, Mr. N. Chang did not have any relevant interests or short positions in the shares or debentures of the Company within the meaning of Part XV of the SFO.

There is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. N. Chang and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. N. Chang’s re-election.

**Mr. Chang, Kang-Lung, Jason (“Mr. J. Chang”)**, aged 38, is a non-executive Director of the Company. Mr. J. Chang is the nephew of Mr. N. Chang, a non-executive Director of the Company and the cousin of Ms. Wang, Lishin, Elizabeth, also a non-executive Director of the Company. Mr. J. Chang graduated from the Massachusetts Institute of Technology, Boston, U.S.A. with a Master Degree in Management of Technology. He also has a Bachelor Degree of Arts from Carroll College, Helena, U.S.A. Mr. J. Chang is a Director of Chia Hsin Cement, a company listed on the Taiwan Stock Exchange Corporation.

Save as disclosed above and other than the relationship arising from his being a non-executive Director, Mr. J. Chang does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company.

There is neither any service contract between the Company and Mr. J. Chang nor any proposed length of service with the Company in respect of his directorship. Mr. J. Chang’s directorship will be subject to retirement by rotation and re-election according to the Articles. The Director’s fee received by Mr. J. Chang for his capacity as Non-Executive Director for the year ended 31 December 2009 was HK\$200,000. Save as disclosed, he did not receive any other emoluments for the year ended 31 December 2009.

As at the Latest Practicable Date, Mr. J. Chang held 2,000,000 Shares. Save as disclosed above, Mr. J. Chang does not have and is not deemed to have, other interests and short positions in the shares or debentures of the Company and its associated companies within the meaning of Part XV of the SFO.

There is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. J. Chang and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. J. Chang’s re-election.

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to you with regard to the Repurchase Mandate to be proposed at the Annual General Meeting.*

**THE LISTING RULES**

The Listing Rules contain provisions regulating the repurchase by companies whose primary listings are on the Stock Exchange of their securities on the Stock Exchange. The following is a summary of certain provisions of the Listing Rules relating to repurchase of securities.

**SHAREHOLDERS' APPROVAL**

The Listing Rules provide that all proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval of a particular transaction.

**SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,196,788,046 Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 219,678,804 Shares, representing 10% of the issued share capital as at the date of the Annual General Meeting.

**REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the Repurchase Mandate may depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders.

**FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, repurchase would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the Articles for the purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2009, being the date of its latest consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

**DISCLOSURE OF INTERESTS**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the Annual General Meeting and exercised.

No connected person (as defined in the Listing Rules) has notified that he/she has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, applicable laws of the Cayman Islands and the Articles.

**EFFECT OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, 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.

---

**APPENDIX II****EXPLANATORY STATEMENT  
ON THE REPURCHASE MANDATE**

---

To the best knowledge of the Company, as at the Latest Practicable Date, Taiwan Cement Corporation (“**T’Cement**”) and Chia Hsin Cement Corporation (“**Chia Hsin Cement**”), were beneficially interested in 10% or more of the issued share capital of the Company:

<b>Name</b>	<b>Number of Shares held</b>	<b>Approximate percentage to the issued share capital of the Company as at the Latest Practicable Date</b>
T’Cement	1,218,688,000	55.5%
Chia Hsin Cement	356,013,000	16.2%

If the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate and assuming that there are no alternations to the existing shareholdings of T’Cement and Chia Hsin Cement, the respective shareholdings of T’Cement and Chia Hsin Cement would be increased to 61.6% and 18.0% respectively. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase being made under the Repurchase Mandate.

The Directors do not have any present intention to exercise the Repurchase Mandate to the extent that the number of Shares held by the public would be reduced to less than 25% of the Shares then in issue.

No connect person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

**SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest trading price HK\$</b>	<b>Lowest trading price HK\$</b>
<b>2009</b>		
March	1.93	1.52
April	2.98	1.83
May	4.30	2.88
June	3.83	2.85
July	3.80	2.75
August	4.04	3.46
September	3.78	3.40
October	3.53	3.13
November	3.68	2.98
December	4.30	3.28
<b>2010</b>		
January	3.80	2.92
February	3.27	2.80
March	3.42	3.07
April (up to and including the Latest Practicable Date)	3.40	3.23

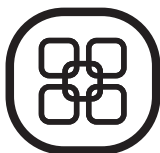
**SHARES REPURCHASE MADE BY THE COMPANY**

The Company and its subsidiaries had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### TCC INTERNATIONAL HOLDINGS LIMITED

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

**(Stock Code: 1136)**

**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;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (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;

---

## NOTICE OF ANNUAL 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.”

---

## NOTICE OF ANNUAL 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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*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.