



TCC INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1136.HK)

IN THE GRAND COURT OF THE CAYMAN ISLANDS CAUSE NO. FSD 152 OF 2017 (CQJ)
IN THE MATTER OF TCC INTERNATIONAL HOLDINGS LIMITED
AND IN THE MATTER OF SECTIONS 15 AND 86 OF
THE COMPANIES LAW (2016 REVISION) OF THE CAYMAN ISLANDS
FORM OF PROXY
FOR USE AT THE COURT MEETING CONVENED AT THE DIRECTION OF THE GRAND COURT
TO BE HELD AT 9:00 A.M. ON MONDAY, SEPTEMBER 18, 2017
(OR AT ANY ADJOURNMENT THEREOF)

For use at the court meeting (or at any adjournment thereof) (the "Court Meeting") of the holders of Scheme Shares (as defined in the Scheme hereinafter mentioned) of HK\$0.10 each in the capital of TCC International Holdings Limited (the "Company").

I/We (Note 1) of being the registered holder(s) of (Note 2) ordinary shares of HK\$0.10 each and (Note 3) non-redeemable restricted voting convertible preference shares of HK\$0.10 each in the share capital of the Company HEREBY APPOINT (Note 4) the chairman of the Court Meeting or of as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting of the holders of Scheme Shares (as defined in the Scheme) convened at the direction of the Grand Court of the Cayman Islands (or at any adjournment thereof) to be held at Alexandra Room, 2/F Mandarin Oriental Hotel, 5 Connaught Road, Central, Hong Kong on Monday, September 18, 2017 at 9:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving (with or without modification(s)) the Scheme of Arrangement dated August 24, 2017 (the "Scheme") between the Company and the Scheme Shareholders (as defined in the Scheme) as referred to in the notice dated August 24, 2017 convening the Court Meeting (the "Notice"), and at such Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification(s), as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Table with 2 columns: FOR the Scheme (Note 5) and AGAINST the Scheme (Note 5)

Dated this day of 2017

Contact Phone Number

Signature(s) (Note 6)

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 total number of the ordinary shares of HK\$0.10 each in the capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such ordinary shares in the capital of the Company registered in your name(s).
3. Please insert the total number of the non-redeemable restricted voting convertible preference shares of HK\$0.10 each in the capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such non-redeemable restricted voting convertible preference shares in the capital of the Company registered in your name(s).
4. If any proxy other than the chairman of the Court Meeting is preferred, please strike out the words "the chairman of the Court Meeting or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the Court Meeting will act as your proxy. You are only entitled to submit one proxy form for the Court Meeting. Your proxy need not be a member of the Company, but must attend the Court Meeting in person to represent you.
5. IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK THE BOX MARKED "AGAINST the Scheme". You must vote all of the shares in the capital of the Company registered in your name(s) either FOR the Scheme or AGAINST the Scheme and you cannot vote some shares in the capital of the Company registered in your name(s) FOR the Scheme and some shares in the capital of the Company registered in your name(s) AGAINST the Scheme. If more than one proxy form is submitted and the voting instructions require the proxies to vote both FOR and AGAINST the Scheme, the proxy forms will not be accepted. If more than one proxy form is submitted and the voting instructions require the proxies to vote either FOR or AGAINST the Scheme but not both FOR and AGAINST the Scheme, the Chairman shall have absolute discretion as to whether or not to accept the proxy forms. Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting other than that referred to in the Notice or abstain.
6. This proxy must be signed by you or your attorney duly authorised in writing or, in 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.
7. 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 in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Court Meeting (i.e. not later than 9:00 a.m. (Hong Kong time) on Saturday, September 16, 2017) or any adjournment thereof. However, if this form of proxy is not so lodged, it may be handed to the chairman of the Court Meeting at the Court Meeting before the taking of the poll, who shall have absolute discretion as to whether or not to accept it.
8. In the case of joint holders of any share(s) in the Company, any one of such joint holders may vote at the Court Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto. But if more than one of such joint holders are present at the Court Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
9. Completion and delivery of this form of proxy will not preclude you from attending the Court Meeting and voting in person at the Court Meeting if you so wish, but in the event of your attending and voting in the Court Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
10. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
11. Reference to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Court Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by either of the following means:

- By mail to: Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
By email to: hkinfo@computershare.com.hk