



# TCC INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1136.HK)

## FORM OF PROXY EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, SEPTEMBER 18, 2017 OR ANY ADJOURNMENT THEREOF

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares  
of HK\$0.10 each and <sup>(Note 3)</sup> \_\_\_\_\_  
non-redeemable restricted voting convertible preference shares of HK\$0.10 each in the share capital of TCC International Holdings Limited (the "Company"), **HEREBY APPOINT** <sup>(Note 4)</sup> 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 (the "EGM") to be held at 9:30 a.m. on Monday, September 18, 2017 at Alexandra Room, 2/F Mandarin Oriental Hotel, 5 Connaught Road, Central, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the EGM dated August 24, 2017 (the "Notice of EGM") and at the EGM, 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.

SPECIAL RESOLUTION		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	As more particularly set out in the Notice of EGM: a) To approve the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares as defined in the Scheme; and b) To authorise the directors of the Company to do all acts and things considered by them to be necessary or desirable for the implementation of the Scheme and the reduction of capital pursuant to the Scheme		
ORDINARY RESOLUTION			
2.	As more particularly set out in the Notice of EGM: a) To approve the restoration of the share capital of the Company by allotting and issuing to Taiwan Cement Corporation ("TCC") and TCC International Limited ("TCCI") the same number of new shares; b) To approve the application of credit arising in the books of account of the Company from the cancellation of shares referred to in resolution 1(a) to pay up in full the Shares (as defined in the Scheme) allotted to TCC and TCCI; c) To authorise any one of the directors of the Company to do all acts and things considered by them to be necessary or desirable for the implementation of the Scheme; and d) To authorise any one of the directors of the Company to apply to The Stock Exchange of Hong Kong Limited to withdraw the listing of the Ordinary Shares (as defined in the Scheme) of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

### Notes:

- Full names(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the capital of the Company registered in your name(s).
- Please insert the number of non-redeemable restricted voting convertible preference shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the non-redeemable restricted voting convertible preference shares in the capital of the Company registered in your name(s).
- A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his stead. If any proxy other than the chairman of the EGM 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick a 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 amendment of a resolution or any resolution properly put to the EGM other than those referred to in the Notice of EGM.
- 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.
- 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 EGM (i.e. not later than 9:30 a.m. on Saturday, September 16, 2017) or any adjournment thereof.
- 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 relevant joint holding.
- The proxy need not be a member of the Company. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending the EGM and vote in person. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- 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 EGM of the Company (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