



TCC INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 31 May 2004 OR ANY ADJOURNMENT THEREOF

I/We (Note 1)

_____ of _____

being the registered holder(s) of (Note 2) _____ shares of HK\$0.10 each in the capital of TCC International Holdings Limited (the "Company"), HEREBY APPOINT (Note 3) the chairman of the meeting or _____

of _____ as

my/our proxy to attend for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Chater I & II, Function Roam Level, The Ritz Carlton Hong Kong, 3 Connaught Road Central, Hong Kong on 31 May 2004 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice convening the said meeting and at such meeting, 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.

RESOLUTIONS

FOR

AGAINST

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2003.

2. To declare the final dividend recommended by the Directors in respect of the year ended 31 December 2003.

3. (i) To re-elect Mr. Chiang Cheng Hsiung as a director.

(i) _____

(i) _____

(ii) To re-elect Dr. Shan Weijian as a director.

(ii) _____

(ii) _____

4. To authorise the Board of Directors to fix the remuneration of the Directors.

5. To re-appoint Messrs. Ernst & Young as auditors and to authorise the Directors to fix their remuneration.

6. To approve the Ordinary Resolutions (A)-(C) as set out in the Notice of Annual General Meeting:

Ordinary Resolution (A)

(A) _____

(A) _____

Ordinary Resolution (B)

(B) _____

(B) _____

Ordinary Resolution (C)

(C) _____

(C) _____

Signature(s)

Dated this

_____ day of _____

2004

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 number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the chairman of the meeting 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.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment of a resolution put to the meeting.
5. 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 registrars, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the said meeting or any adjourned meeting.
6. 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 joint holding.
7. This proxy must be signed by you or your attorney duly authorised in writing or, in the 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.
8. The proxy need not be a member of the Company.
9. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**