



TCC INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1136)

FORM OF PROXY EXTRAORDINARY GENERAL MEETING TO BE HELD ON 28 JANUARY 2008 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 share 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 Extraordinary General Meeting of the Company to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 28 January 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolution set out in the notice dated 11 January 2008 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 resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To approve the Ganghui Cement Agreement and the caps in relation thereto.		
2.	To approve the Union Cement Limestone Agreement and the caps in relation thereto.		
3.	To approve the Anhui Conch Clinker Agreement and the caps in relation thereto.		
4.	To approve the Liuzhou Qingyu Slag Agreement and the caps in relation thereto.		

Signature(s) _____ (Note 5)

Dated: _____

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. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. 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. If you wish to vote part of your shares for and part of your shares against the resolution in the event that a poll is called, please insert the number of shares in the relevant box.
5. 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.
6. 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 Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the said meeting or any adjourned meeting.
7. 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.
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.**