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Provisional Allotment Letter Number
暫定配額通知書編號

**IMPORTANT
重要提示**

Reference is made to the prospectus issued by TCC International Holdings Limited (the "Company") dated Monday, 22 June 2015 in relation to the Rights Issue (the "Prospectus"). Terms defined in the Prospectus shall bear the same meanings when used herein unless the context otherwise requires. 指提述本公司於二零一五年六月二十二日(星期一)就供股刊發之供股章程(「供股章程」)。除文義另有指外，於供股章程中所界定之詞與本文件採用者具相同涵義。
IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PROVISIONAL ALLOTMENT LETTER ("PAL") OR AS TO THE ACTIONS TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES IN THE COMPANY, YOU SHOULD CONSULT A LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR. 若有疑問，請諮詢獲認可之證券經紀、銀行經理、律師、專業會計師或其他專業顧問。
閣下如對本暫定配額通知書(「暫定配額通知書」)之任何部份或其採取之行動有任何疑問或如 閣下已出售 閣下名下全部或部分本公司之股份，應諮詢 閣下之法律諮詢公司交易商、銀行經理、律師、專業會計師或其他專業顧問。
THIS PAL IS VALIDABLE AND TRANSFERABLE. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM ("EAF") EXPIRES AT 4:00 P.M. ON TUESDAY, 7 JULY 2015. 本暫定配額通知書具有價值並可轉讓。務請 閣下立即處理。本暫定配額通知書及隨附之額外申請表格(「額外申請表格」)所載之要約於二零一五年七月七日(星期二)下午四時正截止。
A copy of the PAL, together with a copy of the Prospectus and a copy of the EAF have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of these documents. 本暫定配額通知書連同供股章程及額外申請表格已按照公司(《證券及期貨條例》)第342C條之規定送呈香港公司註冊處處長對付該等文件之內容概不負責。
本暫定配額通知書連同供股章程及額外申請表格已按照公司(《證券及期貨條例》)第342C條之規定送呈香港公司註冊處處長對付該等文件之內容概不負責。
Dealing in the Shares, the Nil-paid Rights and the Rights Shares may be settled through CCASS and you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. Existing Shares have been dealt in on an ex-rights basis from Friday, 5 June 2015. Dealing in the Nil-paid Rights will take place from Wednesday, 24 June 2015 to Thursday, 2 July 2015 (both days inclusive). 股份、未繳股款供股股份及供股股份之買賣已通過中央結算系統進行交收。 閣下應諮詢持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解有關安排詳情以及有關安排可能對 閣下之權利及權益之影響。自二零一五年六月五日(星期五)起，現有股份已按權基準進行交易。未繳股款供股將於二零一五年六月五日(星期五)起，現有股份已按權基準進行交易。未繳股款供股將於二零一五年六月五日(星期五)起，現有股份已按權基準進行交易。
Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited ("Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in relation to the whole or any part of the contents of this PAL. 香港交易所及結算所有限公司(「證券交易所」)及香港中央結算有限公司(「香港結算」)對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本暫定配額通知書全部或任何部份內容而產生或因根據該等內容而引致之任何損失承擔任何責任。
Subject to the granting of listing, and permission to deal, in the Nil-paid Rights and the Rights Shares on the Stock Exchange, the Nil-paid Rights and the Rights Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Nil-paid Rights and the Rights Shares on the Stock Exchange or such other date(s) as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the "General Rules of CCASS" and the "CCASS Operational Procedures" in effect from time to time.



**TCC INTERNATIONAL HOLDINGS LIMITED
台泥國際集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 1136)

(股份代號: 1136)

Branch share registrar in Hong Kong:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

香港股份過戶登記分處：
香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓1712-1716號舖

Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名及地址

[Redacted area]

SUBJECT TO CERTAIN EXCEPTIONS, THIS DOCUMENT IS NOT FOR DISTRIBUTION IN OR INTO ANY JURISDICTION OUTSIDE HONG KONG (INCLUDING CANADA AND THE UNITED STATES). THE PROSPECTUS, THIS PAL, THE EAF THE NIL-PAID RIGHTS AND/OR THE RIGHTS SHARES HAVE NOT BEEN AND WILL NOT BE FILED OR REGISTERED UNDER THE SECURITIES LAWS OF ANY JURISDICTION (INCLUDING UNDER THE UNITED STATES ACT OR UNDER THE APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES) OTHER THAN (I) THE PRC, IN ACCORDANCE WITH THE CSRC NOTICE AFTER THE APPROVAL FROM THE STOCK EXCHANGE FOR LISTING OF THE RIGHTS SHARES (IN NIL-PAID AND FULLY-PAID FORMS) HAS BEEN OBTAINED, AND (II) HONG KONG, SUBJECT TO CERTAIN EXCEPTIONS, NONE OF THIS PAL, THE NIL-PAID RIGHTS AND THE RIGHTS SHARES MAY BE OFFERED, SOLD, TAKEN UP, RENOUNCED OR DELIVERED, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OR ITS TERRITORIES OR POSSESSIONS OR IN ANY OTHER COUNTRY, TERRITORY OR POSSESSION WHERE TO DO SO MAY CONTRAVENE LOCAL SECURITIES LAWS OR REGULATIONS, PERSONS WHOSE POSSESSION OF THIS DOCUMENT AND/OR OTHER RIGHTS ISSUE DOCUMENTS COME SHOULD INFORM THEMSELVES ABOUT AND OBSERVE ANY SUCH RESTRICTIONS.

特此通知，本公司之暫定配額通知書(「暫定配額通知書」)將在中國證券監督管理委員會之核准前及於香港聯合交易所有限公司(「證券交易所」)及香港中央結算有限公司(「香港結算」)對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本暫定配額通知書全部或任何部份內容而產生或因根據該等內容而引致之任何損失承擔任何責任。
Subject to the granting of listing, and permission to deal, in the Nil-paid Rights and the Rights Shares on the Stock Exchange, the Nil-paid Rights and the Rights Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Nil-paid Rights and the Rights Shares on the Stock Exchange or such other date(s) as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the "General Rules of CCASS" and the "CCASS Operational Procedures" in effect from time to time.

**RIGHTS ISSUE OF 1,647,821,617 RIGHTS SHARES
AT THE SUBSCRIPTION PRICE OF HK\$2.20 PER RIGHTS SHARE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE
PAYABLE IN FULL ON ACCEPTANCE**

BY NO LATER THAN 4:00 P.M. ON TUESDAY, 7 JULY 2015
按於記錄日期每持有兩(2)股現有股份可獲發一(1)股供股股份之基準，
以每股供股股份2.20港元之認購價
進行1,647,821,617股供股股份之供股

股款須不遲於二零一五年七月七日(星期二)下午四時正接納時繳足

**PROVISIONAL ALLOTMENT LETTER
暫定配額通知書**

Total number of Shares registered in your name(s) as at the close of business on Thursday, 11 June 2015
於二零一五年六月十一日(星期四)營業時間結束後，登記於 閣下名下之股份總數

BOX A
甲欄

Total number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Tuesday, 7 July 2015
暫定配額發予 閣下之供股股份總數有關股款最遲須於二零一五年七月七日(星期二)下午四時正接納時繳足

BOX B
乙欄

Total subscription monies for Rights Shares payable on acceptance in full
於接納時應繳足供股股份之股款總額

BOX C
丙欄

HKS
港元

Please insert your contact telephone no:
請填上 閣下聯絡電話號碼：

None of the Rights Shares (in nil-paid and fully-paid forms), the Prospectus, this PAL and the EAF qualifies for distribution under any of the relevant securities laws of any jurisdiction other than Hong Kong (other than pursuant to any applicable exceptions as agreed by the Company).

未繳股款及繳足股款供股股份、供股章程、本暫定配額通知書及額外申請表格概不資格根據香港以外任何司法管轄區之任何相關證券法例發售(惟根據本公司同意之任何適用豁免發售者除外)。

No person receiving any Rights Issue Document in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or excess Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. It is the responsibility of anyone outside Hong Kong wishing to accept the provisionally allotted Rights Shares or make an application for excess Rights Shares to satisfy itself/himself/herself/themselves, before acquiring the Nil-paid Rights or applying for Rights Shares, as to the observance of the laws and regulations of all relevant territories, including obtaining any governmental or other consent, and to pay any taxes and duties required to be paid in such territory in connection therewith without prejudice to the foregoing. The Company reserves the right to refuse to accept any acceptance of the Nil-paid Rights or any application for excess Rights Shares where it believes that doing so would violate applicable securities legislation or other laws or regulations of any jurisdiction.

任何人如在香港以外任何外地區接獲任何供股文件，除非該人閱讀該文件並明白該文件可合法呈獻或繼續呈獻或證明而毋須辦理任何登記手續或符合該地區之任何法例或其監管規定，否則不可操作申請供股股份或額外供股股份之呈獻或繳費。任何身處香港以外地區之人士如有意接納暫定配額之供股股份或申請額外供股股份，須在該地區依循該地區之任何政府或其他方面同意及該地區發售股款之任何政策及徵費。倘本公司相信接納任何未繳股款供股股份或額外供股股份之申請會違反任何司法管轄區之適用證券法例或其他法例或規例，則本公司保留拒絕接納任何申請之權利。

Each person accepting the provisional allotment specified in this PAL:

- confirms that he/she/it has read the terms and conditions and acceptance procedures set out on the pages attached to this PAL and in the Prospectus and agrees to be bound by them; and
- agrees that this PAL, and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.

接納本暫定配額通知書所載之暫定配額的每位人士：

- 確認其已閱讀本暫定配額通知書及額外申請表格並明白該文件所載之條款及條件以及接納手續，並同意受其約束；及
- 同意本暫定配額通知書因此而成立之約定受香港法例管轄，並須按其施行。

TO TAKE UP YOUR RIGHT TO SUBSCRIBE FOR THE RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU IN FULL AS SPECIFIED IN THIS PAL, YOU MUST LODGE THIS PAL, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE WITH THE REGISTRAR, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, AT SHOPS 1712-1716, 17TH FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WANCHAI, HONG KONG, BY NO LATER THAN 4:00 P.M. ON TUESDAY, 7 JULY 2015. UNLESS OTHERWISE AGREED BY THE COMPANY, ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND BY CHEQUE OR CASHIER'S ORDER. CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, AND CASHIER'S ORDERS MUST BE ISSUED BY A LICENSED BANK IN HONG KONG. ALL SUCH CHEQUES OR CASHIER'S ORDERS MUST BE MADE PAYABLE TO "TCC International Holdings Limited - Provisional Allotment Account" AND MUST BE CROSSED "Account Payable Only". NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCES.

閣下如將全數接納本暫定配額通知書上所列暫定配額，閣下應將之供股股份，必須將本文件整份以現金繳付(列丙欄所示之股款總額)於二零一五年七月七日(星期二)下午四時正前交回過戶處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。除經本公司另行同意，所有款項均須以現金或銀行本票以港元繳付，支票及銀行本票須由香港持牌銀行發出，所有該款支票或銀行本票註明收銀人為「TCC International Holdings Limited - Provisional Allotment Account」且須以「只准入抬頭人賬戶」劃線方式開出，繳款將不會獲發收據。

The Rights Issue is conditional upon the fulfillment of the conditions as set out in the section Headed "Conditions of the Rights Issue" in the Prospectus. If any of the conditions of the Rights Issue is not fulfilled or waived (as the case may be), the Rights Issue will not proceed. In addition, the Underwriting Agreement contains provisions entitling the Banks by notice to terminate the Underwriting Agreement in accordance with its terms upon the occurrence of certain events. In the event that the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms, the Rights Issue will not proceed.

供股須得供股章程中「董事會函件」一段所載之條件達成後，方可實行。倘供股之條件未能達成或獲豁免(視情況而定)，則供股將不會進行。若供股協議規定，各銀行有權在若干事件發生後以書面通知終止供股協議，倘由供股協議未能成為無條件或根據其條款終止，則供股將不會進行。

Any person dealing in Shares up to the date on which all the conditions of the Rights Issue are fulfilled or waived, as applicable (and up to the Latest Termination Time), and any person dealing in the Nil-paid Right during the period from 24 June 2015 to 2 July 2015 (both days inclusive) will bear the risk that the Rights Issue may not become unconditional or may not proceed.

截至供股之所有條件達成或(如適用)獲豁免之日(及最後終止期限)買賣股份的任何人士以及於二零一五年六月二十四日至二零一五年七月二日期間(包括首尾兩日)買賣未繳股款供股股份的任何人士將承擔供股未能成為無條件或未能進行之風險。

Any dealing in the Rights Shares or the Nil-paid Rights is at the investor's own risk. If in any doubt, investors are recommended to consult their professional advisers. For the avoidance of doubt, we do not accept any special instruction written on this PAL.

買賣任何供股股份或未繳股款供股股份之風險由投資者自行承擔。投資者如有任何疑問，建議諮詢其專業顧問。為免存疑，本公司將不處理任何在本暫定配額通知書上的特別指示。

Registered Office:
P.O. Box 309
Ugland House
Grand Cayman
KY1-104
Cayman Islands

註冊辦事處:
P.O. Box 309
Ugland House
Grand Cayman
KY1-104
Cayman Islands

22 June 2015
二零一五年六月二十二日

Form B
表格乙

IN THE EVENT OF TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT, HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓認購本文件所指之供股股份之權利時，每宗買賣雙方均須繳付香港從價印花稅。除出售以外，饋贈或轉讓實益權益亦須繳付香港從價印花稅。在登記任何轉讓認購本文件所指之供股股份之權利前，須出示已繳付香港從價印花稅之證明。

FORM OF TRANSFER

轉讓表格

(To be completed and signed by the Qualifying Shareholder(s) who wish(es) to transfer all of its/his/her/their right(s) to subscribe for the Rights Shares comprised herein and the person(s) to whom the right(s) to subscribe for the Rights Share(s) are being transferred)
(供有意轉讓其全部認購本表格所列供股股份之權利之合資格股東及已獲轉讓可認購供股股份之權利之人士填寫及簽署)

To: The Directors
TCC International Holdings Limited

致: 台泥國際集團有限公司
列位董事 台照

Dear Sirs,
I/We*, as the Qualifying Shareholders, hereby transfer all of my/our* rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and request you to register the number of Rights Shares mentioned in Box B of Form A in the name(s) of the transferee(s) signing the form below. The transferee(s) agree(s) to accept the same on the terms set out in this PAL and the accompanying Prospectus.

敬啟者：
本人／吾等*作為合資格股東，謹將本暫定配額通知書所列本人／吾等*認購供股股份之全部權利轉讓予接受此權利之人士並請閣下將表格甲中乙欄所列數目之供股股份登記於簽署以下表格的承讓人名下。承讓人同意按照本暫定配額通知書及隨附之供股章程所載之條款接納此等股份。

Existing Shareholder(s) please mark "X" in this box
現有股東請在欄內填上「X」號

To be completed in BLOCK LETTERS in ENGLISH . Joint transferees should give the address of the first named transferee only. 請用英文大楷填寫。聯名承讓人僅須填寫排名首位之承讓人之地址。			
Name of transferee in English 承讓人英文姓名	Family name 姓氏	Other name(s) 名字	Name in Chinese 中文姓名
Name(s) of joint transferees in English (if applicable) 聯名承讓人英文姓名 (如適用)			
Address in English (joint transferees should give the address of the first named transferee only) 英文地址 (聯名承讓人 僅須填寫排名首位之 承讓人之地址)			
Occupation 職業		Tel. No. 電話號碼	
Dividend instructions 派息指示			
Name and address of bank 銀行名稱及地址			Bank account no. 銀行戶口號碼

Signature(s) of Qualifying Shareholder(s)
(all joint Shareholders must sign)

合資格股東簽署 (所有聯名股東均須簽署)

Signature(s) of transferee(s)
(all joint transferee(s) must sign)

承讓人簽署 (所有聯名承讓人均須簽署)

1. _____

1. _____

2. _____

2. _____

3. _____

3. _____

4. _____

4. _____

Date 日期 : _____

Ad valorem stamp duty is payable by the transferor(s) and the transferee(s) if this form is completed.
如已填妥表格，轉讓人及承讓人須繳納從價印花稅。

* Delete as appropriate
* 刪去不適用者

