



To the Shareholders of TCP International Holdings Ltd.:

INVITATION TO THE ORDINARY GENERAL MEETING

To be held on Tuesday, June 30, 2015, at the offices of Thouvenin Rechtsanwälte at Klausstrasse 33, CH-8024 Zurich, Switzerland, at 11:00 am, Central European Time (doors open at 10:30 am). The Ordinary General Meeting is called to vote on the items listed in the agenda below.

Agenda and Proposals of the Board of Directors

1. **Approval of the Consolidated Financial Statements and Audited Statutory Financial Statements of TCP for 2014.** The Board of Directors proposes that the Consolidated Financial Statements and Audited Statutory Financial Statements of TCP for the fiscal year ended December 31, 2014 be approved.

2. **Appropriation of Available Earnings for Fiscal Year 2014.** The Board of Directors proposes that the Ordinary General Meeting approve the appropriation of available earnings as follows:

Proposed Appropriation of Available Earnings

Balance brought forward from previous years	CHF (5,071,756)
Net income for the year	CHF 2,328,815
Total accumulated net loss	CHF (2,742,941)
<i>Appropriation of available earnings</i>	
Balance to be carried forward on this account	CHF (2,742,941)

3. Election of Seven Directors for a One-Year Term.

3a. **Re-election of Ellis Yan as a Director.** The Board of Directors proposes that Ellis Yan be re-elected as a Director for a further one-year term of office beginning on the day on which shareholder approval is obtained (the "Election Effective Date") and expiring at our Ordinary General Meeting to be held in 2016.

3b. **Re-election of Solomon Yan as a Director.** The Board of Directors proposes that Solomon Yan be re-elected as a Director for a further one-year term of office beginning on the Election Effective Date and expiring at our Ordinary General Meeting to be held in 2016.

3c. **Re-election of Eric Peterson as a Director.** The Board of Directors proposes that Eric Peterson be re-elected as a Director for a further one-year term of office beginning on the Election Effective Date and expiring at our Ordinary General Meeting to be held in 2016.

3d. **Re-election of George Strickler as a Director.** The Board of Directors proposes that George Strickler be re-elected as a Director for a further one-year term of office beginning on the Election Effective Date and expiring at our Ordinary General Meeting to be held in 2016.

3e. **Re-election of Steven Willensky as a Director.** The Board of Directors proposes that Steven Willensky be re-elected as a Director for a one-year term of office beginning on the Election Effective Date and expiring at our Ordinary General Meeting to be held in 2016.

3f. **Election of Ralph Della Ratta, Jr. as a Director.** The Board of Directors proposes that Ralph Della Ratta be elected as a Director for a one-year term of office beginning on the Election Effective Date and expiring at our Ordinary General Meeting to be held in 2016.

3g. **Election of C. Lee Thomas as a Director.** The Board of Directors proposes that Lee Thomas be elected as a Director for a one-year term of office beginning on the Election Effective Date and expiring at our Ordinary General Meeting to be held in 2016.

4. **Re-election of Chairman of the Board of Directors.** The Board of Directors proposes that Ellis Yan be re-elected as Chairman of the Board of Directors for a further one-year term of office beginning on the Election Effective Date and expiring at our Ordinary General Meeting to be held in 2016.

5. Election of the Compensation Committee of the Board of Directors.

5a. **Re-election of Eric Peterson as a Member of the Compensation Committee.** The Board of Directors proposes that Eric Peterson be re-elected as a member of the Compensation Committee of the Board of Directors for a one-year term of office beginning on the Election Effective Date and expiring at our Ordinary General Meeting to be held in 2016.

5b. **Re-election of George Strickler as a Member of the Compensation Committee.** The Board of Directors proposes that George Strickler be re-elected as a member of the Compensation Committee of the Board of Directors for a one-year term of office beginning on the Election Effective Date and expiring at our Ordinary General Meeting to be held in 2016.

5c. **Re-election of Steven Willensky as a Member of the Compensation Committee.** The Board of Directors proposes that Steven Willensky be re-elected as a member of the Compensation Committee of the Board of Directors for a one-year term of office beginning on the Election Effective Date and expiring at our Ordinary General Meeting to be held in 2016.

5d. **Election of Ralph Della Ratta, Jr. as a Member of the Compensation Committee.** The Board of Directors proposes that Ralph Della Ratta be elected as a member of the Compensation Committee of the Board of Directors for a one-year term of office beginning on the Election Effective Date and expiring at our Ordinary General Meeting to be held in 2016.

5e. **Election of C. Lee Thomas as a Member of the Compensation Committee.** The Board of Directors proposes that Lee Thomas be elected as a member of the Compensation Committee of the Board of Directors for a one-year term of office beginning on the Election Effective Date and expiring at our Ordinary General Meeting to be held in 2016.

6. **Re-election of Swiss Independent Auditor.** The Board of Directors proposes that KPMG AG be re-elected as our Swiss independent auditor for 2015.

7. **Ratification of Appointment of Independent Registered Public Accounting Firm.** The Board of Directors proposes that the appointment of KPMG LLP by the Audit Committee as our independent registered public accounting firm for 2015 be ratified by our shareholders on a non-binding basis.

8. **Election of Independent Proxy.** The Board of Directors proposes that Proxy Voting Services GmbH be elected as the independent proxy for all of our shareholder meetings until and including our Ordinary General Meeting in 2016.

9. Approval of the Maximum Compensation of the Board of Directors and Executive Officers.

9a. **Compensation of the Board of Directors until the Next Ordinary General Meeting.** The Board of Directors proposes that the shareholders of the Company provide binding approval of a maximum total of \$700,000 in aggregate compensation for the members of the Board of Directors until the 2016 Ordinary General Meeting.

9b. **Compensation of Executive Officers for Fiscal Year 2015.** The Board of Directors proposes that the shareholders of the Company provide binding approval of a maximum total of \$8,000,000 in aggregate compensation to be paid to the current executive officers of the Company for the year ended December 31, 2015.

10. **Approval of the Authorization of Additional Shares for Grant under 2014 Omnibus Incentive Plan.** The Board of Directors proposes that an additional 750,000 shares be authorized for grant under the Company's 2014 Omnibus Incentive Plan, resulting in a total of 3,250,000 shares authorized for grant under the 2014 Plan.

Documentation

For a more complete description of the matters set forth above, see the Proxy Statement of TCP International Holdings Ltd. that will be filed with the Securities and Exchange Commission ("SEC") on June 9, 2015, which is publicly available free of charge at <http://www.sec.gov>. This document contains important information about the matters set forth above that should be read carefully before any decision is made with respect thereto.

Annual Report

The Annual Report (including the financial statements of TCP International Holdings Ltd. and the Groups consolidated financial statements) and the Compensation Report for the 2014 financial year as well as the statutory auditors' reports on each are available for inspections by shareholders at the Registered Office of the Company. In addition, a copy of these materials will be sent to all registered shareholders who request one.

Language

The Ordinary General Meeting will be held in English.

Participation

Only shareholders entered in the share register with the right to vote on June 10, 2015, will be entitled to participate in the Ordinary General Meeting. Such shareholders will receive their admission tickets enclosed with the proxy statement and the proxy card. Please note that shareholders do not need to attend the Ordinary General Meeting in person and that they may appoint a proxy to represent them as described in the proxy statement of TCP International Holdings Ltd. Proxy Voting Services GmbH, Grossmunsterplatz 1, Postfach 173, CH-8024 Zurich, Switzerland, may be appointed as Independent Proxy to represent shareholders (as described in the proxy statement of TCP International Holdings Ltd.) at the Ordinary General Meeting of Shareholders to be held at the above indicated place and time or any postponements thereof.

June 9, 2015

For the Board of Directors of  
TCP International Holdings Ltd.  
Ellis Yan, Chairman

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