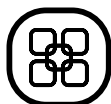


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This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of TCCIH or CHCGC.



TCC INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1136)



嘉新水泥（中國）控股股份有限公司*

Chia Hsin Cement Greater China Holding Corporation

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0699)

**DESPATCH OF COMPOSITE DOCUMENT RELATING TO
VOLUNTARY CONDITIONAL SECURITIES EXCHANGE
OFFER BY MORGAN STANLEY ON BEHALF OF TCCIH TO
ACQUIRE ALL THE ISSUED SHARES IN THE SHARE
CAPITAL OF CHCGC**

**DESPATCH OF CIRCULAR OF TCCIH
RELATING TO
VERY SUBSTANTIAL ACQUISITION BY TCCIH AND
ALLOTMENT AND ISSUE OF NEW TCCIH SHARES
PURSUANT TO LISTING RULE 13.36(1)(a)**

**Financial Adviser to
TCCIH
Morgan Stanley**

The Composite Document containing, among other things, details of the Offer, the letter from the directors of TCCIH, the letter from Morgan Stanley, the letter from the directors of CHCGC, the letter from the CHCGC IBC and the letter from the CHCGC IFA to the CHCGC IBC, together with the form of acceptance and transfer in respect of the Offer will be despatched to CHCGC Shareholders on 2 August 2007.

* For identification purposes only

CHCGC Shareholders are strongly advised to read the Composite Document carefully, including the recommendations of the CHCGC IBC and the advice from the CHCGC IFA, before deciding whether or not to accept the Offer.

The circular of TCCIH containing, among other things, details of the Offer, the Very Substantial Acquisition and the allotment and issue of new TCCIH Shares pursuant to Rule 13.36(1)(a) of the Listing Rules, the letter from the directors of TCCIH and the notice of the TCCIH EGM to be held on 23 August 2007 will be despatched to TCCIH Shareholders on 2 August 2007.

Reference is made to the joint announcement dated 14 June 2007 by TCCIH and CHCGC in relation to the Offer (the “Joint Announcement”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Joint Announcement.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, details of the Offer, the letter from the directors of TCCIH, the letter from Morgan Stanley, the letter from the directors of CHCGC, the letter from the CHCGC IBC and the letter from the CHCGC IFA to the CHCGC IBC, together with the form of acceptance and transfer in respect of the Offer, will be despatched to CHCGC Shareholders on 2 August 2007.

CHCGC Shareholders are strongly advised to read the Composite Document carefully, including the recommendations of the CHCGC IBC and the advice from the CHCGC IFA, before deciding whether or not to accept the Offer.

DESPATCH OF THE CIRCULAR

The circular of TCCIH containing, among other things, details of the Offer, the Very Substantial Acquisition and the allotment and issue of new TCCIH Shares pursuant to Rule 13.36(1)(a) of the Listing Rules, the letter from the directors of TCCIH and the notice of the TCCIH EGM to be held on 23 August 2007 will be despatched to TCCIH Shareholders on 2 August 2007.

EXPECTED TIMETABLE

Unless the Offer has previously been revised or extended with the consent of the Executive, the latest time and date for acceptance of the Offer will be 4:00 p.m. on Thursday, 13 September 2007 (the “First Closing Date”), being not less than 21 days following the date of the Composite Document. TCCIH reserves the right, subject to the Takeovers Code, to extend or revise the Offer after the despatch of the Composite Document.

The following is the current expected timetable of the Offer:

Despatch date of the Composite Document and the commencement of the Offer	Thursday, 2 August 2007
TCCIH EGM	3:30 p.m. on Thursday, 23 August 2007
Announcement of the results of the TCCIH EGM on the website of the Stock Exchange and the website of TCCIH	Thursday, 23 August 2007
Notification of the announcement of the results of the TCCIH EGM in the newspapers in Hong Kong	Friday, 24 August 2007
Latest time and date for acceptance of the Offer ⁽¹⁾	4:00 p.m. on Thursday, 13 September 2007
First Closing Date ⁽¹⁾	Thursday, 13 September 2007
Announcement of the result of the Offer, as at the First Closing Date, on the website of the Stock Exchange and the website of TCCIH	7:00 p.m. on Thursday, 13 September 2007

Notification of the announcement
of the result of the Offer,
as at the First Closing Date,
in the newspapers in Hong Kong Friday, 14 September 2007

Latest date for posting of share certificates
to the CHCGC Shareholders who accepted
the Offer by the First Closing Date, assuming
the Offer becomes or is declared unconditional
on the First Closing Date⁽²⁾ Monday, 24 September 2007

Latest time and date for the Offer remaining
open for acceptance assuming the Offer
becomes or is declared unconditional on
the First Closing Date⁽³⁾ 4:00 p.m. on Thursday,
27 September 2007

Long Stop Date being the latest time by which
the Offer can become or be declared
unconditional as to acceptances⁽⁴⁾ 7:00 p.m. on Tuesday,
2 October 2007

Notes:

- (1) In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document was posted. The latest time for acceptance of the Offer is 4:00 p.m. on Thursday, 13 September 2007. See also note (3) below.
- (2) The consideration payable for the CHCGC Shares under the Offer will be posted by ordinary post to the CHCGC Shareholders accepting the Offer at his/her/its own risk as soon as possible, but in any event within 10 days of the later of: (i) the date of receipt by the Receiving Agent of all the relevant documents to render the acceptance under the Offer complete and valid, and (ii) the date the Offer becomes, or is declared, unconditional.

- (3) In accordance with the Takeovers Code, where the Offer becomes or is declared unconditional, it should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the Offer is closed to the CHCGC Shareholders who have not accepted the Offer. TCCIH reserves its right to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). TCCIH will issue a press announcement in relation to any extension of the Offer, which will state the next closing date or, if the Offer has become or is at that time unconditional, that the Offer will remain open until further notice. The Offeror has stated its intention in the Composite Document to exercise certain rights of compulsory acquisition under Section 88 of the Cayman Islands Company Law if the Offeror acquires not less than 90% of the Disinterested Shares within four months of the posting of the Composite Document as required by Rule 2.11 of the Takeovers Code. The Offer may not remain open for acceptance for more than 4 months from the date of posting of the Composite Document, unless the Offeror has by that time become entitled to exercise those rights of compulsory acquisition.
- (4) In accordance with the Takeovers Code, except with the consent of the Executive, the Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the day the Composite Document was posted. Where a period laid down by the Takeovers Code ends on a day which is not a business day, the period is extended until the next business day. Accordingly, unless the Offer has previously become or is declared unconditional as to acceptances, the Offer will lapse after 7:00 p.m. on Tuesday, 2 October 2007, unless extended with the consent of the Executive.

All time references contained in this announcement are to Hong Kong time.

Warning: Completion of the Offer is subject to the fulfilment of the conditions of the Offer. Accordingly, the issue of this announcement does not in any way imply that the Offer will be completed. TCCIH Shareholders, CHCGC Shareholders and investors generally should therefore exercise caution when dealing in TCCIH Shares and CHCGC Shares.

By order of the board of
TCC International Holdings Limited
Koo, Cheng-Yun, Leslie
Chairman

By order of the board of
Chia Hsin Cement Greater China
Holding Corporation
Wang Chien Kuo, Robert
Chairman

Hong Kong, 1 August 2007

As at the date of this announcement, the Executive Directors of TCCIH are Mr. Koo, Cheng-Yun, Leslie and Mr. Wu Yih Chin; the Non-Executive Directors of TCCIH are Mr. Kao, Teh-Jung and Dr. Shan Weijian; and the Independent Non-Executive Directors of TCCIH are Mr. Liao Poon Huai, Donald, Dr. Chih, Ching-Kang, Kenneth and Mr. Shieh, Jen-Chung, Roger. The Directors of TCCIH jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than in relation to CHCGC) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the Executive Directors of CHCGC are Mr. Wang Chien Kuo, Robert, Mr. Lan Jen Kuei, Konrad, Mr. Chang Kang Lung, Jason and Ms. Wang Li Shin, Elizabeth; the Non-Executive Directors of CHCGC are Mr. Chang An Ping, Nelson and Mr. Fu Ching Chuan; and the Independent Non-Executive Directors of CHCGC are Mr. Davin A Mackenzie, Mr. Zhuge Pei Zhi and Mr. Wu Chun Ming. The Directors of CHCGC jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than in relation to TCCIH and the circular of TCCIH) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.