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**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)**

**VOLUNTARY CONDITIONAL OFFER BY  
MORGAN STANLEY ASIA LIMITED ON BEHALF OF  
TCC INTERNATIONAL HOLDINGS LIMITED TO  
ACQUIRE ALL OF THE ISSUED SHARES  
IN THE SHARE CAPITAL OF  
CHIA HSIN CEMENT GREATER CHINA HOLDING CORPORATION**

**DESPATCH OF COMPULSORY ACQUISITION NOTICES  
IN RESPECT OF THE COMPULSORY ACQUISITION  
OF OUTSTANDING CHCGC SHARES**

**Financial Adviser to  
TCCIH  
Morgan Stanley**

On 3 December 2007, TCCIH despatched Compulsory Acquisition Notices, each accompanied by a Form of Request, to the CHCGC Shareholders holding Outstanding CHCGC Shares.

**Trading in CHCGC Shares was suspended with effect from 9.30 a.m. on 31 October 2007 and will remain suspended until the withdrawal of the listing of the CHCGC Shares following completion of the compulsory acquisition of the Outstanding CHCGC Shares. It is proposed that the listing of the CHCGC Shares on the Stock Exchange will be withdrawn on or around 8 January 2008.**

\* For identification purposes only

Reference is made to the composite document dated 2 August 2007 issued by TCCIH and CHCGC in relation to the Offer (the “**Composite Document**”) and the joint announcement dated 30 October 2007 issued by TCCIH and CHCGC (the “**Closing Announcement**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Composite Document and in the Closing Announcement.

## **DESPATCH OF THE COMPULSORY ACQUISITION NOTICES**

As stated in the Closing Announcement, since TCCIH has acquired not less than 90% of the Disinterested Shares, it intends to exercise its right under Section 88 of the Cayman Islands Company Law and proceed with the compulsory acquisition of the Outstanding CHCGC Shares.

On 3 December 2007, TCCIH despatched Compulsory Acquisition Notices, each accompanied by a Form of Request, to the CHCGC Shareholders holding Outstanding CHCGC Shares.

Unless an application is made to the Grand Court of the Cayman Islands (the *Grand Court*) within one month of the Compulsory Acquisition Notice, and the Grand Court thinks fit to order otherwise, TCCIH will be entitled and bound to acquire the Outstanding CHCGC Shares on or around 2 January 2008. A further joint announcement will be made upon completion of the compulsory acquisition of the Outstanding CHCGC Shares.

As a result, and with effect from the completion, of the compulsory acquisition of the Outstanding CHCGC Shares, CHCGC will become a wholly-owned subsidiary of TCCIH and an application will be made for the withdrawal of the listing of the CHCGC Shares on the Stock Exchange pursuant to Rule 6.15 of the Listing Rules.

CHCGC Shareholders whose Outstanding CHCGC Shares are acquired by compulsory acquisition should note that they will not receive their consideration for the Outstanding CHCGC Shares until the completion of the compulsory acquisition (which is not expected to occur before 7 January 2008), and that there may be a further delay in the payment of the consideration for the Outstanding CHCGC Shares as TCCIH will be required under the Cayman Islands Company Law to pay such consideration to CHCGC (which will hold the consideration on trust for the relevant CHCGC Shareholders) rather than directly to those CHCGC Shareholders.

CHCGC Shareholders who are in doubt as to what action to take should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser. If they are in doubt as to their rights and obligations under the provisions of the Cayman Islands Company Law in respect of the compulsory acquisition of the Outstanding CHCGC Shares, they should consult a solicitor or other professional adviser qualified to advise on matters of Cayman Islands law.

## **WITHDRAWAL OF LISTING**

**Trading in CHCGC Shares was suspended with effect from 9.30 a.m. on 31 October 2007 and will remain suspended until the withdrawal of the listing of the CHCGC Shares following completion of the compulsory acquisition of the Outstanding CHCGC Shares. It is proposed that the listing of the CHCGC Shares on the Stock Exchange will be withdrawn on or around 8 January 2008.**

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

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, 3 December 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 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.*