



TCC INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1136)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of TCC International Holdings Limited (the “**Company**”) will be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, on 28 January 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the agreement dated 21 December 2007 entered into between 嘉新京陽水泥有限公司 (Chia Hsin Jingyang Cement Co., Ltd.) (“**Jingyang Cement**”), a wholly-owned subsidiary of the Company, and 上海嘉新港輝有限公司 (Shanghai Chia Hsin Ganghui Co., Ltd.) (“**Ganghui**”), in relation to the supply of cement products by Jingyang Cement to Ganghui on an ongoing basis (the “**Ganghui Cement Agreement**”), a copy of which is produced to the meeting marked “**A**” and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified, and any one director of the Company be and is hereby authorised to take such actions and execute such documents (to be countersigned by another director of the Company or by the secretary of the Company if the common seal of the Company is required to be affixed thereto) as he may consider necessary or desirable to carry out and complete the transactions contemplated thereunder; and
- (b) the aggregate proposed annual caps in relation to the transactions under the Ganghui Cement Agreement for the three years ending 31 December 2008, 31 December 2009 and 31 December 2010 of HK\$97,000,000, HK\$101,000,000 and HK\$106,000,000, respectively, be and are hereby approved.”

2. **“THAT**

- (a) the agreement dated 21 December 2007 entered into between Jingyang Cement and 江蘇聯合水泥有限公司 (Jiangsu Union Cement Co., Ltd.) (“**Union Cement**”) in relation to the supply of limestone by Jingyang Cement to Union Cement on an ongoing basis (the “**Union Cement Limestone Agreement**”), a copy of which is produced to the meeting marked “**B**” and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified, and any one director of the Company be and is hereby authorised to take such actions and execute such documents (to be countersigned by another director of the Company or by the secretary of the Company if the common seal of the Company is required to be affixed thereto) as he may consider necessary or desirable to carry out and complete the transactions contemplated thereunder; and
- (b) the aggregate proposed annual caps in relation to the transactions under the Union Cement Limestone Agreement for the three financial years ending 31 December 2008, 31 December 2009 and 31 December 2010 of HK\$8,100,000, HK\$8,500,000 and HK\$8,900,000, respectively, be and are hereby approved.”

3. **“THAT**

- (i) the agreement dated 21 December 2007 entered into between 福州台泥水泥有限公司 (TCC Fuzhou Cement Co., Ltd.) (“**TCC Fuzhou**”), a subsidiary of the Company, and Anhui Conch Cement Company Limited (“**Anhui Conch**”) in relation to the purchase of clinker by TCC Fuzhou from Anhui Conch on an ongoing basis (the “**Anhui Conch Clinker Agreement**”), a copy of which is produced to the meeting marked “**C**” and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified, and any one director of the Company be and is hereby authorised to take such actions and execute such documents (to be countersigned by another director of the Company or by the secretary of the Company if the common seal of the Company is required to be affixed thereto) as he may consider necessary or desirable to carry out and complete the transactions contemplated thereunder; and

- (ii) the proposed annual caps in relation to the transactions under the Anhui Conch Clinker Agreement for the three financial years ending 31 December 2008, 31 December 2009 and 31 December 2010 of HK\$330,000,000, HK\$500,000,000 and HK\$520,000,000, respectively, be and are hereby approved.”

4. **“THAT**

- (a) the agreement dated 21 December 2007 entered into between 柳州台泥新型建材有限公司 (TCC Liuzhou Construction Materials Co., Ltd.) (“**TCC Liuzhou**”), a subsidiary of the Company, and 柳州市清宇環保產業開發有限責任公司 (Liuzhou Qingyu Environment-friendly Business Development Company Limited) (“**Liuzhou Qingyu**”) in relation to the purchase of slag by TCC Liuzhou from Liuzhou Qingyu on an ongoing basis (the “**Liuzhou Qingyu Slag Agreement**”), a copy of which is produced to the meeting marked “**D**” and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified, and any one director of the Company be and is hereby authorised to take such actions and execute such documents (to be countersigned by another director of the Company or by the secretary of the Company if the common seal of the Company is required to be affixed thereto) as he may consider necessary or desirable to carry out and complete the transactions contemplated thereunder; and
- (b) the proposed annual caps in relation to the transactions under the Liuzhou Qingyu Slag Agreement for the three financial years ending 31 December 2008, 31 December 2009 and 31 December 2010 of HK\$58,000,000, HK\$60,000,000 and HK\$63,000,000, respectively, be and are hereby approved.”

5. **“THAT**

- (a) the agreement dated 21 December 2007 entered into between the Company and Union Cement (as defined in the resolution numbered 2(a) sets out in notice convening this meeting) pursuant in relation to the supply of clinker by Union Cement to the Company and its subsidiaries on an ongoing basis (the **“Union Cement Clinker Agreement”**), a copy of which is produced to the meeting marked **“E”** and initialed by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified, and any one director of the Company be and is hereby authorised to take such actions and execute such documents (to be countersigned by another director of the Company or by the secretary of the Company, if the common seal of the Company is required to be affixed thereto) as he may consider necessary or desirable to carry out and complete the transactions contemplated thereunder; and
- (b) the proposed annual caps in relation to the transactions under the Union Cement Clinker Agreement for the three financial years ending 31 December 2008, 31 December 2009 and 31 December 2010 being HK\$330,000,000, HK\$340,000,000 and HK\$350,000,000, respectively be and are hereby approved.”

By order of the Board of
TCC International Holdings Limited
Kwok Pui Ha
Company Secretary

Hong Kong, 11 January 2008

As at the date of this announcement, the executive directors of the Company are Mr Koo, Cheng-Yun, Leslie, Mr Wu Yih Chin and Mr Kao, Teh-Jung; the non-executive directors of the Company are Dr Shan Weijian, Mr Chang An Ping, Nelson, Mr Chang Kang Lung, Jason and Ms Wang Lishin, Elizabeth; and the independent non-executive directors of the directors are Mr Liao Poon Huai, Donald, Dr Chih, Ching-Kang, Kenneth and Mr Shieh, Jen-Chung, Roger.