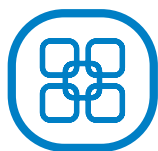


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TCC INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1136)

CONNECTED TRANSACTION DISPOSAL OF 1.35% INTEREST IN KOOS VENTURE CAPITAL

On 18 March 2008, HKC Investments, a wholly-owned subsidiary of the Company, entered into the Share Purchase Agreement with the Purchaser which is an Independent Third Party, pursuant to which HKC Investments agreed to dispose of 1.35% of the issued share capital of Koos Venture Capital to the Purchaser at the price of NT\$12.1958 (approximately HK\$3.05) per share, which amounts to a total consideration of NT\$87,931,718 (approximately HK\$21,982,930).

Taiwan Cement is a substantial shareholder of Koos Venture Capital by virtue of the aggregate 14.04% interest held by it and its subsidiaries in the issued share capital of Koos Venture Capital. In view of Taiwan Cement's 43.78% interest in the issued share capital of the Company through its wholly-owned subsidiary TCC International, Taiwan Cement is a controlling shareholder of the Company under the Listing Rules. As HKC Investments is disposing of its entire interest in Koos Venture Capital in which Taiwan Cement, a controller of the Company, is a substantial shareholder, the Disposal constitutes a connected transaction of the Company under Rule 14A.13(1)(b) of the Listing Rules. As each of the percentage ratios (other than the profits ratio) is less than 2.5%, the Disposal is subject to the reporting and announcement requirements but is exempt from the independent shareholders' approval requirement under the Listing Rules.

SHARE PURCHASE AGREEMENT

Date

18 March 2008

Parties

Vendor: HKC Investments, a wholly-owned subsidiary of the Company

Purchaser: Chung Kwan Investment Company Limited, an Independent Third Party

Subject matter

Pursuant to the terms of the Share Purchase Agreement, HKC Investments has agreed to dispose of the Sale Shares, which represents 1.35% of the issued share capital of Koos Venture Capital, to the Purchaser.

Consideration

The price of each Sale Share is at NT\$12.1958 (approximately HK\$3.05) per share and the total consideration for the Sale Shares is NT\$87,931,718 (approximately HK\$21,982,929), which is determined based on the net asset value of Koos Venture Capital of NT\$6,532,000,000 (approximately HK\$1,633,000,000) as of 26 October 2007.

A deposit, representing 5% of the consideration, shall be paid by the Purchaser within five Business Days upon signing of the Share Purchase Agreement and the remaining balance of the consideration shall be paid in cash upon Completion. The Disposal is estimated to result in a gain of approximately NT\$36,335,720 (approximately HK\$9,083,930) to the Group and the proceeds of sale from the Disposal will be applied for general working capital purposes.

Completion

Completion of the Share Purchase Agreement will take place within three months from the date of signing of the Share Purchase Agreement (or such other date as the parties to the Share Purchase Agreement may agree in writing).

INFORMATION ON KOOS VENTURE CAPITAL

Koos Venture Capital is a private, unlisted company incorporated in Taiwan with limited liability. It is currently owned as to 1.35% by HKC Investments and as to 14.04% by Taiwan Cement and its subsidiaries. Koos Venture Capital is principally engaged in enterprise investment, provision of operational, management and consultation services to such investment business and other related businesses approved by the Taiwan government.

The table below sets out certain audited financial information prepared under Taiwan GAAP on Koos Venture Capital for the two years ended 31 December 2005 and 2006 respectively:

	2005	2006
	<i>NT\$</i>	<i>NT\$</i>
	<i>(HK\$)</i>	<i>(HK\$)</i>
Turnover	94,783,000 (23,695,750)	899,878,000 (224,969,500)
Audited net profit before taxation and extraordinary items	5,920,000 (1,480,000)	684,499,000 (171,124,750)
Taxation and extraordinary items	29,000 (7,250)	50,441,000 (12,610,250)
Audited net profit after taxation and extraordinary items	5,891,000 (1,472,750)	635,202,000 (158,800,500)

REASONS FOR AND BENEFITS OF THE DISPOSAL

The principal activities of the Group consist of the import and distribution of cement in Hong Kong and cement handling services in the Philippines, and the manufacturing and distribution of cement and slag powder in the PRC. Through its associated companies, the Group is also engaged in the production and distribution of ready-mixed concrete in Hong Kong and the PRC.

The principal activities of Taiwan Cement and its subsidiaries consist of the manufacture and distribution of cement and cement products, exploitation of raw materials for cement products and minerals and operation of business in the cement and ancillary industry.

The Disposal allows the Company to redirect its investments to other core businesses and is in line with the business strategy of the Group. There is no material adverse impact on the Group as a result of the Disposal and the Group can better allocate its resources. After the Disposal, the Company will not have any further interest in Koos Venture Capital.

The Directors (including the independent non-executive Directors) are of the view that the transaction contemplated under the Share Purchase Agreement is on normal commercial terms and such terms are fair and reasonable and in the interest of the Shareholders as a whole.

LISTING RULES IMPLICATIONS

Taiwan Cement is a substantial shareholder of the Koos Venture Capital by virtue of the aggregate 14.04% interest held by it and its subsidiaries in the issued share capital of Koos Venture Capital. In view of Taiwan Cement's 43.78% interest in the issued share capital of the Company through its wholly-owned subsidiary TCC International, Taiwan Cement is a controlling shareholder of the Company under the Listing Rules. As HKC Investments is disposing of its entire interest in Koos Venture Capital in which Taiwan Cement, a controller of the Company, is a substantial shareholder, the Disposal constitutes a connected transaction of the Company under Rule 14A.13(1)(b) of the Listing Rules. As each of the percentage ratios (other than the profits ratio) is less than 2.5%, the Disposal is subject to the reporting and announcement requirements but is exempt from the independent shareholders' approval requirement under the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or a Sunday) on which banks generally are open for business in Hong Kong
“Company”	TCC International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“Completion”	completion of the Share Purchase Agreement
“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Disposal”	the disposal of Sale Shares by HKC Investments to the Purchaser pursuant to the Share Purchase Agreement
“Group”	the Company and its subsidiaries
“HKC Investments”	港泥投資股份有限公司(HKC Investments Limited), a company incorporated in Taiwan and a wholly-owned subsidiary of the Company which is principally engaged in investment holding
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	an independent person not connected with the Group or any of the directors, chief executives, substantial shareholders of the Company or any of its subsidiaries or any of their respective associates

“Koos Venture Capital”	和信創業投資股份有限公司(Koos Venture Capital Company Limited), a private, unlisted company incorporated in Taiwan with limited liability which is to the best knowledge of the Directors is an Independent Third Party
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“NT\$”	new Taiwanese dollars, the lawful currency of Taiwan
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Purchaser”	中冠投資股份有限公司(Chung Kwan Investment Company Limited), a company incorporated in Taiwan, which is principally engaged in investment holding. To the best knowledge of the Directors, Chung Kwan Investment Company Limited and its ultimate beneficial owners are Independent Third Parties
“Sale Shares”	7,210,000 shares at the price of NT\$12.1958 (approximately HK\$3.05) each in the share capital of Koos Venture Capital representing 1.35% of its issued share capital
“Share(s)”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Share Purchase Agreement”	a share purchase agreement dated 18 March 2008 entered into between HKC Investments as seller and the Purchaser in relation to the sale and purchase of the Sale Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Taiwan Cement”	Taiwan Cement Corporation, a company incorporated in Taiwan, the shares of which are listed on the Taiwan Stock Exchange and which, through its wholly-owned subsidiary, is currently holding approximately 43.78% of the issued share capital of the Company
“TCC International”	TCC International Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of Taiwan Cement; it is also the controlling shareholder of the Company
“%”	per cent.

By Order of the Board
Wu Yih Chin
Managing Director

Hong Kong, 18 March 2008

In this announcement, for reference only and unless otherwise specified, the translation of NT\$ into HK\$ is based on the exchange rate of HK\$0.25 to NT\$1.

As at the date of this announcement, the Board of Directors of the Company is comprised of Mr. Koo, Cheng-Yun, Leslie as the Chairman and an Executive Director; Mr. Wu Yih Chin as the Managing Director and an Executive Director; Mr. Kao, Teh-Jung as an Executive Director; Dr. Shan, Weijian, Mr. Chang, An-Ping, Nelson, Mr. Chang, Kang-Lung, Jason and Ms. Wang, Lishin, Elizabeth as the Non-executive Directors; Mr. Liao, Poon Huai, Donald, Dr. Chih Ching Kang, Kenneth and Mr. Shieh, Jen-Chung, Roger as an Independent Non-executive Directors.