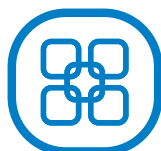


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TCC INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1136)

DISCLOSEABLE TRANSACTION PURCHASE OF SENIOR NOTES

On 17 March 2010, the Company entered into various agreements for the purchase of the Relevant Senior Notes with an aggregate outstanding principal amount of US\$63,000,000 for an aggregate purchase price of US\$73,011,234.66.

As the applicable percentage ratios for the purchase of the Relevant Senior Notes are more than 5% but less than 25%, the purchase constitutes a discloseable transaction on the part of the Company pursuant to Chapter 14 of the Listing Rules.

Reference is made to the circular of TCC International Holdings Limited (the “**Company**”) dated 2 February 2010 (the “**Circular**”) in relation to the very substantial acquisition of certain clinker and cement production operations and increase in authorised share capital. Terms defined in the Circular have the same meanings when used in this announcement.

PURCHASE OF SENIOR NOTES

On 17 March 2010, the Company entered into various agreements for the purchase of some of the Senior Notes (the “**Relevant Senior Notes**”) with an aggregate outstanding principal amount of US\$63,000,000 for the aggregate purchase price of US\$73,011,234.66.

1. Details of the Purchase

Date

17 March 2010

Parties

The Company entered into agreements for the purchase of the Relevant Senior Notes with six noteholders (individually “**Noteholder A**”, “**Noteholder B**”, “**Noteholder C**”, “**Noteholder D**”, “**Noteholder E**” and “**Noteholder F**”, and collectively the “**Relevant Noteholders**”). To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, each of the Relevant Noteholders and their ultimate beneficial owners is an Independent Third Party.

Consideration

The Company will purchase the Relevant Senior Notes with an aggregate outstanding principal amount of US\$63,000,000 for an aggregate purchase price of US\$73,011,234.66. The consideration will be paid upon completion of the purchase, which is expected to be on 19 March 2010.

The purchase price to be paid by the Company to each of the Relevant Noteholders and the respective outstanding principal amount of the Relevant Senior Notes to be purchased are as follows:

Noteholder	Purchase Price <i>(US\$)</i>	Outstanding principal amount of Relevant Senior Notes <i>(US\$)</i>
Noteholder A	34,419,582.06	29,700,000
Noteholder B	15,645,264.57	13,500,000
Noteholder C	10,430,176.38	9,000,000
Noteholder D	7,301,123.47	6,300,000
Noteholder E	3,129,052.91	2,700,000
Noteholder F	2,086,035.28	1,800,000

The purchase price is calculated as the amount in US\$ equal to the amount which would be payable (as provided in the Trust Deed dated 9 May 2008 executed by, inter alio, the Target Company (as amended by the First Supplemental Trust Deed dated 12 June 2008) constituting the Senior Notes) upon the redemption of the Relevant Senior Notes upon the final maturity thereof on the basis that the completion date of the purchase of the Relevant Senior Notes is deemed the final maturity date.

The consideration will be satisfied by the Group's internal resources and bank borrowings.

2. Principal Terms of Senior Notes

Issuer : The Target Company (namely Upper Value Investments Limited)

Outstanding principal amount : US\$90,000,000

Effective annual interest rate : 22.9%

Redemption : The Target Company shall redeem on a pro rata basis the outstanding principal amount of the Senior Notes based on the following schedule:

9 May 2010	US\$20,000,000
9 November 2010	US\$20,000,000
9 May 2011	US\$50,000,000

3. Information on the Target Company

The Target Company is an investment holding company incorporated in the British Virgin Islands with limited liability on 2 January 2008. It holds directly and indirectly certain equity interests in certain companies principally engaged in the business of the manufacture and sale of clinker and cement in Mainland China. Details of the Target Company have been set out in the Circular.

As disclosed in the announcement of the Company dated 23 February 2010, the proposed very substantial acquisition by the Company of certain clinker and cement production operations, through the acquisition of the entire issued share capital of the Target Company and the Shareholder Loan, was approved by TCCIH Shareholders at the EGM.

4. Reasons for and benefits of the purchase

As disclosed in the Circular, the Directors are of the view that the finance cost of the Target Company associated with the Senior Notes may be reduced if part or all of the Senior Notes are redeemed (or purchased) by the Target Group.

As at the date of this announcement, the proposed very substantial acquisition of the Target Company and the Shareholder Loan has not been completed. Although certain conditions precedent to the Acquisition Agreement remain outstanding at the moment, the Directors are optimistic that the proposed very substantial acquisition will proceed to completion. Accordingly, the purchase of the Relevant Senior Notes by the Company will help reduce the finance cost of the Enlarged Group associated with the Senior Notes in the event of completion of the proposed acquisition of the Target Company and the Shareholder Loan.

In addition, the Directors consider that the Relevant Senior Notes will provide the Company with good investment return given their high effective annual interest rate, in the event that the proposed acquisition of the Target Company and the Shareholder Loan does not proceed to completion.

As such, the Directors are of the view that the purchase of the Relevant Senior Notes is fair and reasonable and in the interest of the Company and TCCIH Shareholders as a whole.

INFORMATION ON THE PARTIES

The principal activities of the Group consist of the import and distribution of cement in Hong Kong, the manufacture and distribution of clinker, cement and slag powder in other areas of the PRC. Through its associates, the Group is also engaged in the production and distribution of ready-mixed concrete in Hong Kong and Mainland China.

Based on available information, each of the Relevant Noteholders is either an investment fund or includes securities trading in its principal business activities.

GENERAL

As the applicable percentage ratios for the purchase of the Relevant Senior Notes are more than 5% but less than 25%, the purchase constitutes a discloseable transaction on the part of the Company pursuant to Chapter 14 of the Listing Rules.

By the order of the board of
TCC INTERNATIONAL HOLDINGS LIMITED
Wu Yih Chin
Managing Director

Hong Kong, 17 March 2010

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 executive Director; Mr. Wu Yih Chin as the Managing Director and executive Director; Dr. Shan Weijian, Mr. Chang, An-Ping, Nelson, Mr. Chang, Kang-Lung, Jason and Ms. Wang, Lishin, Elizabeth as non-executive Directors; and Mr. Liao Poon Huai, Donald, Dr. Chih Ching Kang, Kenneth and Mr. Shieh, Jen-Chung, Roger as independent non-executive Directors