TSC Offshore Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 206)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the "**Meeting**") of TSC Offshore Group Limited (the "**Company**") will be held at Salon Room V, 5/F., Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Friday, 19 March 2010 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:

Terms used herein shall have the same meanings as defined in the circular of the Company dated 3 March 2010 unless the context otherwise requires.

ORDINARY RESOLUTIONS

"**THAT**

(1) the New Master Agreement (copy of which has been produced to this meeting marked "A" and signed by the chairman of the Meeting hereof for the purpose of identification) and the transactions contemplated thereunder and the Annual Caps of the Continuing Connected Transaction be and are hereby confirmed, ratified and approved; and

(2) the Board be and is hereby authorised to take all such actions as it considers necessary or desirable to implement and give effect to the New Master Agreement and the Annual Caps."

By order of the Board
TSC Offshore Group Limited
Jiang Bing Hua
Executive Chairman

Hong Kong, 3 March 2010

Head office and principal place of business in Hong Kong:
Unit 910, 9/F.
China Merchants Tower
Shun Tak Centre
200 Connaught Road Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company, but must attend the Meeting in person to represent you.

2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the principal place of business of the Company in Hong Kong at Unit 910, 9/F., China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting.

3. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. Where there are joint holders of any share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

5. Shareholders are advised to read the circular to the Shareholders of the Company dated 3 March 2010 which contains information concerning the resolution(s) to be proposed in this notice.

As at the date of this announcement, Mr. Jiang Bing Hua and Mr. Zhang Menggui are the executive Directors; Mr. Jiang Longsheng and Mr. Brian Chang are non-executive Directors; and Mr. Chan Ngai Sang, Kenny, Mr. Bian Junjiang, Mr. Guan Zhichuan and Mr. Robert William Fogal Jr. are the independent non-executive Directors.