TSC Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 206)

ACQUISITION OF SHARES

This announcement is made by TSC Group Holdings Limited (the "**Company**") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Company has been informed by China International Marine Containers (Hong Kong) Limited ("**CIMC HK**"), that they acquired (the "**Acquisition**") 42,800,000 shares at HK$2.28 each (the "**Acquisition Shares**") in the Company from CIMC Raffles Investments Limited ("**CRIL**"), a wholly-owned subsidiary of CIMC Raffles Offshore (Singapore) Limited ("**CIMC Raffles**") on 26 May 2011.

CIMC Raffles is held as to 83.55% by CIMC Offshore Holdings Limited.

Mr. Brian Chang, a non-executive director of the Company, owns 100% of the issued shares of each of Leung Kee Holdings Limited, Bright Touch Investment Limited and Yantai Shipyard Pte Ltd, all of whom collectively hold 38.24% of the issued shares in CIMC Offshore Holdings Limited.

Prior to the acquisition of the Acquisition Shares, CIMC HK is already the beneficial owner of 50,000,000 shares of the Company. CIMC HK is a wholly-owned subsidiary of China International Marine Containers (Group) Company Limited ("**CIMC Group**"), which directly holds 61.76% of the issued shares in CIMC Offshore Holdings Limited which in turn holds 83.55% interest in CIMC Raffles. Therefore, CIMC Group is deemed to be interested in the Acquisition Shares and to the best of the knowledge of the directors of the Company, CIMC Group holds approximately 51.60% attributable interest in CIMC Raffles. Besides, Mr. Brian Chang is deemed to be interested in 42,800,000 shares held by CRIL as he holds 31.94% attributable interest in CRIL and he currently serves as deputy chairman of CIMC Raffles and serves as director of certain subsidiaries of CIMC Raffles group. Mr. Brian Chang is also deemed to be interested in 16,072,800 shares and 50,000,000 shares through his wholly-owned companies, Asian Infrastructure Limited and Windmere International Limited, respectively.

Mr. Brian Chang, an executive director of the Company, continues to have deemed interested in an aggregate 66,072,800 shares of the Company by virtue of his interests in Asian Infrastructure Limited and Windmere International Limited.

On Completion of the transaction, CIMC Group is deemed to be interested in 92,800,000 shares, representing approximately 13.63 percent of the existing issued share capital of the Company. The Company has been advised that the acquisition of shares in the Company by CIMC HK is in line with the CIMC Group's long term objectives to consolidate its interest in the Company.

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

As of the date of this announcement, the Board comprises 2 executive Directors, namely Mr. Jiang Bing Hua and Mr. Zhang Menggui; 3 non-executive Directors, namely Mr. Jiang Longsheng, Mr. Brian Chang and Mr. Yu Yuqun; and 4 independent non-executive Directors, namely Mr. Chan Ngai Sang, Kenny, Mr. Bian Junjiang, Mr. Guan Zhichuan and Mr. Robert William Fogal Jr.

Hong Kong, 26 May 2011