TSC Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 206)

VOLUNTARY ANNOUNCEMENT

This announcement is a voluntary disclosure made by TSC Group Holdings Limited (the "**Company**" or "**TSC**", together with its subsidiary, the "**Group**") to provide its shareholders and potential investors with updated operating information in relation to the recent business development of the Group.

ESTABLISHING JOINT VENTURE COMPANY

The Board is pleased to announce that on 21 August 2015, TSC (Qingdao) Manufacture Co., Ltd. ("**TSCQD**"), a wholly-owned subsidiary of the Company, and 建湖諾普機械有限公司 ("**建湖諾普**") have agreed to establish a joint venture company ("**JV Company**") in Jianhu County, Yancheng City, Jiangsu Province, the People's Republic of China ("**PRC**").

Parties:	(1) TSCQD (2) 建湖諾普
Total registered capital:	RMB10,010,000
Details of capital contribution and shareholding ratio:	The total registered capital of the JV Company is RMB10,010,000, among which, TSCQD contributes RMB9,009,000, representing 90% of the total registered capital, and 建湖諾普 contributes RMB1,001,000, representing 10% of the total registered capital.

Name of the JV Company:	鹽城天時石油機械有限公司 (TSC (Yancheng) Manufacture Co., Ltd.*)
Business scope:	Petroleum equipment manufacturing, integration, sales and technical advisory services.
Place of incorporation:	Jianhu County, Yancheng City, Jiangsu Province, the PRC

BASIS OF CONSIDERATION

The capital contributions to be made by TSCQD and 建湖諾普 have been calculated in accordance with their respective shareholding ratios in the total registered capital of the JV Company and determined after arm's length negotiations.

REASONS FOR AND BENEFITS OF ESTABLISHING THE JV COMPANY

The directors of the Company consider that the formation of the JV Company indicates the Group officially enters into the area of producing well control equipment and wellhead devices, which is conducive to extending the Group's products chain and is strategically complementary to the offshore equipment, MRO supplies and MRO services businesses. Meanwhile, the formation of the JV Company will be helpful to the long-term and sustainable development of the Group.

Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 28 August 2015

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.

** For identification purpose only*