

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



TSC Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 206)

COMPLETION OF SPUN-OFF AND LISTING OF TSC OIL & GAS SERVICES ON THE NEEQ

References are made to the announcements of TSC Group Holdings Limited (the “**Company**” or “**TSC**”) dated 9 June 2015, 23 November 2015, 1 February 2016 and 28 April 2016 respectively (the “**Announcements**”) in relation to the Potential Quotation of the shares in TSC Oil and Gas Services Holdings Ltd. (“**TSC Oil & Gas Services**”) (formerly known as “TSC (Qingdao) Manufacture Co., Ltd”) on NEEQ. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Announcements.

The Board wishes to announce that the spun-off and the listing have been completed. Dealings in the TSC Oil & Gas Services Shares on NEEQ have commenced from 19 July 2016 and will trade under the stock code of 837290 and transferred by agreement.

LISTING RULES IMPLICATIONS

As the Potential Quotation does not involve any issue of new shares by TSC Oil & Gas Services immediately upon the completion of the Potential Quotation, the shareholding structure of TSC Oil & Gas Services will remain the same. Accordingly, the Potential Quotation does not constitute a deemed disposal under Chapter 14 of the Listing Rules.

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

Hong Kong, 19 July 2016

As of the date of this announcement, the Board comprises 1 executive Director, namely Mr. Jiang Bing Hua; 4 non-executive Directors, namely Mr. Zhang Menggui, Morgan, Mr. Jiang Longsheng, Mr. Brian Chang and Mr. Wang Jianzhong; and 4 independent non-executive Directors, namely Mr. Chan Ngai Sang, Kenny, Mr. Bian Junjiang, Mr. Guan Zhichuan and Mr. Robert William Fogal Jr.