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TSC Offshore Group Limited

TSC 海洋集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8149)

**RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 17 MARCH 2008**

Financial Adviser to TSC Offshore Group Limited



Quam Capital Limited

The Board is pleased to announce that the ordinary resolutions to approve the making of the Offer, the acquisition of GME Shares under the Offer and the transactions contemplated thereunder as set out in the notice of the EGM contained in the Circular were duly passed by the Shareholders by way of poll at the EGM held on 17 March 2008.

Reference is made to the circular of the Company dated 29 February 2008 (the “Circular”) in relation to the Offer. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the ordinary resolutions for the Shareholders to approve the making of the Offer, the acquisition of GME Shares under the Offer and the transactions contemplated thereunder as set out in the notice of the EGM contained in the Circular were duly passed by the Shareholders by way of poll at the EGM held on 17 March 2008. Tricor Investor Services Limited, the Company’s share registrar in Hong Kong, acted as the scrutineer for the purpose of vote-taking at the EGM.

As at the date of the EGM, the Company had 393,908,004 Shares in issue. Asian Infrastructure Limited and YRS Investments Limited held 58,872,800 Shares in aggregate, representing approximately 14.9% of the issued share capital of the Company. Asian Infrastructure Limited and YRS Investments Limited abstained from voting for the ordinary resolutions at the EGM. Shareholders holding a total of 335,035,204 Shares were entitled to attend and vote for or against the ordinary resolutions to approve the making of the Offer, the acquisition of GME Shares under the Offer and the transactions contemplated thereunder at the EGM. There were no Shares entitling the Shareholders to attend and vote only against the ordinary resolutions at the EGM.

Set out below are the results of the voting by the Shareholders in respect of the ordinary resolutions put to vote by poll at the EGM held on 17 March 2008:

ORDINARY RESOLUTIONS	NUMBER OF VOTES (% OF TOTAL VALID VOTES CAST)		TOTAL VOTES
	FOR	AGAINST	
1. To approve the making of the Offer by the Company and the transactions contemplated thereunder	218,267,600 Shares (100%)	0 Shares (0%)	218,267,600 Shares (100%)
2. To approve the acquisition of GME Shares under the Offer and the transactions contemplated thereunder	218,267,600 Shares (100%)	0 Shares (0%)	218,267,600 Shares (100%)

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

Hong Kong, 17 March 2008

As at the date of this announcement, Mr. Jiang Bing Hua, Mr. Zhang Menggui, Mr. Chen Yunqiang and Mr. Zhang Hongru are executive Directors; Mr. Jiang Longsheng is the non-executive Director; and Mr. Chan Ngai Sang, Kenny, Mr. Bian Junjiang and Mr. Guan Zhichuan are independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least seven days and on the website of the Company at www.tscoffshore.com on a continuous basis for at least five years from the date of its posting.

* For identification purpose only