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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 ANNUAL GENERAL MEETING
HELD ON 22 APRIL 2008**

The Board is pleased to announce that all ordinary resolutions set out in the notice of the AGM contained in the Circular were duly passed by the Shareholders by way of poll at the AGM held on 22 April 2008.

Reference is made to the circular of the Company dated 31 March 2008 (the “Circular”) in relation to the general mandates to issue shares and repurchase its own shares and proposed re-election of Directors. 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 all ordinary resolutions for the Shareholders to approve the ordinary resolutions as set out in the notice of the AGM contained in the Circular were duly passed by the Shareholders by way of poll at the AGM held on 22 April 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 AGM.

As at the date of the AGM, the Company had 393,908,004 Shares in issue. Shareholders holding a total of 393,908,004 Shares were entitled to attend and vote for or against the ordinary resolutions to approve all resolutions as set out in the notice of the AGM contained in the Circular by way of poll at the AGM. There were no Shares entitling the Shareholders to attend and vote only against the ordinary resolutions at the AGM.

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 AGM held on 22 April 2008:

ORDINARY RESOLUTIONS	NUMBER OF VOTES (% OF TOTAL VALID VOTES CAST)		TOTAL VOTES
	FOR	AGAINST	
1. To received and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2007.	270,433,600 Shares (99.94%)	152,700 Shares (0.06%)	270,586,300 Shares (100%)
2. (i) To re-elect Mr. Jiang Bing Hua as an executive Director.	270,586,300 Shares (100%)	Nil (0%)	270,586,300 Shares (100%)
(ii) To re-elect Mr. Zhang Hongru as an executive Director.	270,586,300 Shares (100%)	Nil (0%)	270,586,300 Shares (100%)
(iii) To re-elect Mr. Guan Zhichuan as an independent non-executive Director.	270,586,300 Shares (100%)	Nil (0%)	270,586,300 Shares (100%)
(iv) To authorise the board of Directors to fix the remuneration of the Directors.	270,586,300 Shares (100%)	Nil (0%)	270,586,300 Shares (100%)
3. To re-appoint KPMG as auditors and authorise the board of Directors to fix their remuneration.	270,586,300 Shares (100%)	Nil (0%)	270,586,300 Shares (100%)
4. Ordinary resolution no. 4 set out in the notice of the Meeting (to grant a general mandate to the board of Directors to issue new shares in the Company).	254,324,000 Shares (99.94%)	152,700 Shares (0.06%)	254,476,700 Shares (100%)
5. Ordinary resolution no. 5 set out in the notice of the Meeting (to grant a general mandate to the board of Directors to repurchase shares in the Company).	270,586,300 Shares (100%)	Nil (0%)	270,586,300 Shares (100%)
6. Ordinary resolution no. 6 set out in the notice of the Meeting (to extend the general mandate to the board of Directors to issue new shares by adding the numbers of shares repurchased).	254,324,000 Shares (99.94%)	152,700 Shares (0.06%)	254,476,700 Shares (100%)

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

Hong Kong, 22 April 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*