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## **TSC Offshore Group Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8149)**

### **COMPLETION OF PLACING OF NEW SHARES UNDER SPECIFIC MANDATE**

The Board is pleased to announce that the Lead Placing Manager and the Co-Lead Placing Manager have successfully placed a total of 155,000,000 Placing Shares at a placing price of HK\$1.88 per Placing Share. Completion of the Placing took place on 24 July 2008.

Dealings in the Placing Shares are expected to commence at 9:30 a.m. on Friday, 25 July 2008.

Reference is made to the announcement of the Company dated 19 June 2008 (the “**Announcement**”) and the circular of the Company dated 2 July 2008 (the “**Circular**”) relating to, amongst others, the Placing.

Unless otherwise defined, terms used herein shall have the same meanings as in the Announcement and the Circular.

#### **COMPLETION OF THE PLACING**

The Board is pleased to announce that the Lead Placing Manager and the Co-Lead Placing Manager have successfully placed a total of 155,000,000 Placing Shares at a placing price of HK\$1.88 per Placing Share. Completion of the Placing took place on 24 July 2008. The Placing Shares represent (i) approximately 39.35% of the existing issued share capital of the Company; and (ii) approximately 28.24% of the issued share capital of the Company as enlarged by the completion of the Placing.

The net proceeds raised from the Placing were approximately HK\$286 million.

Dealings in the Placing Shares are expected to commence at 9:30 a.m. on Friday, 25 July 2008.

## CHANGES IN SHAREHOLDING STRUCTURE

To the best of the knowledge of the Directors, having made all reasonable enquiries and based on publicly available information including various filings made under the SFO, the shareholding structure of the Company immediately before and after the completion of the Placing is as follows:

	Immediately before the completion of the Placing		Immediately after the completion of the Placing	
	No. of Shares	Approximate Percentage	No. of Shares	Approximate Percentage
Global Energy Investors, LLC ( <i>Note 1</i> )	136,871,200	34.75%	136,871,200	24.94%
Mr. Zhang Menggui in his personal capacity ( <i>Note 2</i> )	864,000	0.22%	864,000	0.16%
Mr. Jiang Binghua in his personal capacity ( <i>Note 3</i> )	864,000	0.22%	864,000	0.16%
Subtotal ( <i>Note 1</i> ):	138,599,200	35.19%	138,599,200	25.26%
YRS Investments Limited ( <i>Note 4</i> )	42,800,000	10.87%	42,800,000	7.80%
Mr. Brian Chang ( <i>Note 4</i> )	16,072,800	4.08%	66,072,800	12.03%
Subtotal ( <i>Note 4</i> ):	58,872,800	14.95%	108,872,800	19.83%
Osbeck Investments Limited ( <i>Note 6</i> )	16,228,800	4.12%	16,228,800	2.96%
Mr. Zhang Hongru in his personal capacity ( <i>Note 7</i> )	4,690,800	1.19%	4,690,800	0.85%
Subtotal ( <i>Note 6</i> ):	20,919,600	5.31%	20,919,600	3.81%
Keywise Fund ( <i>Note 5</i> )	41,488,000	10.53%	–	–
Mr. Chen Yunqiang in his personal capacity ( <i>Note 8</i> )	1,123,200	0.28%	1,123,200	0.20%
<b>Public</b>				
Sharp Vision Holdings Limited	–	–	50,000,000	9.11%
I.I.H.C. Industrial Investments Limited	967,000	0.24%	35,967,000	6.55%
Roxy Link Limited	22,000,000	5.59%	32,000,000	5.83%
Keywise Fund ( <i>Note 5</i> )	–	–	51,488,000	9.38%
Other public Shareholders	109,938,204	27.91%	109,938,204	20.03%
Subtotal:	132,905,204	33.74%	279,393,204	50.90%
Total	<u>393,908,004</u>	<u>100.00%</u>	<u>548,908,004</u>	<u>100.00%</u>

*Notes:*

1. Global Energy Investors, LLC is the beneficial owner of 136,871,200 Shares. The entire issued share capital of Global Energy Investors, LLC is beneficially owned as to 50% each by Mr. Zhang Menggui and Mr. Jiang Binghua, both are executive Directors. Global Energy Investors, LLC, Mr. Zhang Menggui and Mr. Jiang Binghua are parties acting in concert together holding a total shareholding interest of 35.19% and 25.26% of the Company immediately before and after the Placing respectively.
2. Mr. Zhang Menggui is the beneficial owner of 864,000 Shares, and is deemed to be interested in the 136,871,200 Shares beneficially owned by Global Energy Investors, LLC.
3. Mr. Jiang Binghua is the beneficial owner of 864,000 Shares, and is deemed to be interested in the 136,871,200 Shares beneficially owned by Global Energy Investors, LLC.
4. YRS Investments Limited (“YRSI”) is owned as to 100% by Yantai Raffles Shipyard Limited (“YRS”), a company incorporated in Singapore and whose shares are traded on the Oslo Over-the-Counter. As such, YRS is deemed to be interested in 42,800,000 Shares held by YRSI. As YRS is owned as to approximately 45% by Mr. Brian Chang and his associates (as defined by the GEM Listing Rules), YRSI and Mr. Brian Chang are presumed to be parties acting in concert under the Takeovers Code, together holding a total shareholding interest of 14.95% and 19.83% of the Company immediately before and after the Placing respectively. Mr. Brian Chang also owns 100% interest in Asian Infrastructure Limited (“AIL”) and Windmere International Limited (“WIL”). AIL is the beneficial owner of 16,072,800 Shares. WIL has applied for the subscription of 50,000,000 Placing Shares under the Placing. Mr. Brian Chang has entered into an agreement on 13 March 2008 to sell approximately 81.8 million shares in YRS, representing approximately 29.9% of YRS’s issued share capital, to CIMC. The agreement is conditional, inter alia, upon CIMC obtaining necessary PRC governmental approvals. Upon completion of such agreement, Mr. Brian Chang will retain a total interest (direct and indirect) in YRS of approximately 39.0 million shares representing approximately 14.3% of YRS’s issued share capital.
5. Keywise Fund is an investment fund registered in the Cayman Islands and is managed by Keywise Capital Management (HK) Limited, a company incorporated in Hong Kong. Keywise Fund has applied for the subscription of 10,000,000 Placing Shares under the Placing. Keywise Fund will cease to be a substantial Shareholder immediately after the completion of the Placing.
6. Osbeck Investments Limited is the beneficial owner of 16,228,800 Shares. The entire issued share capital of Osbeck Investments Limited is beneficially owned by Mr. Zhang Hongru, an executive Director. Osbeck Investments Limited and Mr. Zhang Hongru are parties acting in concert together holding a total shareholding interest of 5.31% and 3.81% of the Company immediately before and after the Placing respectively.
7. Mr. Zhang Hongru is the beneficial owner of 4,690,800 Shares, and is deemed to be interested in the 16,228,800 Shares beneficially owned by Osbeck Investments Limited.
8. Mr. Chen Yunqiang is the beneficial owner of 1,123,200 Shares, an executive Director.

By order of the Board  
**TSC Offshore Group Limited**  
**Jiang Binghua**  
*Executive Chairman*

Hong Kong, 24 July 2008

*As at the date of this announcement, the Board consists of Mr. Jiang Binghua, Mr. Zhang Menggui, Mr. Zhang Hongru and Mr. Chen Yunqiang being the executive Directors, Mr. Jiang Longsheng being the non-executive Director, Mr. Chan Ngai Sang, Kenny, Mr. Bian Junjiang and Mr. Guan Zhichuan, being the 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 GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at [www.tscoffshore.com](http://www.tscoffshore.com).*