

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims 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 Offshore Group Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8149)

**COMPLETION OF ACQUISITION OF THE
ENTIRE ISSUED SHARE CAPITAL OF CENTER MARK**

The Board is pleased to announce that the Company has successfully completed its acquisition of Center Mark, which has become a wholly-owned subsidiary of the Company with effect from 18 November 2008.

COMPLETION OF ACQUISITION

Reference is made to the announcement of TSC Offshore Group Limited (“**Company**”) dated 31 October 2008 and the circular (“**Circular**”) of the Company dated 10 November 2008 regarding, among other matters, the discloseable transaction of the Company involving the acquisition of the entire issued share of Center Mark. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that as all conditions precedent to the closing of the Acquisition have been satisfied, the Company has successfully completed its acquisition of Center Mark, which has become a wholly-owned subsidiary of the Company with effect from 18 November 2008.

As a result of the completion of the Acquisition, the Company has allotted and issued 10,000,000 Consideration Shares to the Vendor. The Vendor has become interested in approximately 1.79% of the issued share capital of the Company as enlarged by the allotment and issue of 10,000,000 Consideration Shares. In addition, on the Completion Date, the Company paid RMB720,000 (equivalent to approximately HK\$809,899) in cash to the Vendor which represented 60% of the Sales Loan Consideration, and the remaining 40% which amounts to RMB480,000 (equivalent to approximately HK\$539,933) will be paid as at 31 December 2009 provided that all the balances of account receivables and other receivables as stated in the management account of Zhengzhou Jier as at 31 December 2008 have been fully settled no later than 28 February 2009, unless this condition is waived in writing by the Company. As at the date of this announcement, Center Mark has become a wholly-owned subsidiary of the Company and its results will be consolidated with the Group for accounting purposes.

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

Hong Kong, 18 November 2008

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

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 seven days from the date of its publication, and the website of the Company at www.tscoffshore.com.