

Appendix 5

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : **TSC Offshore Group Limited**

Stock code (ordinary shares) : **8149**

This information sheet contains certain particulars concerning the above company (the “**Company**”) which is listed on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange of Hong Kong Limited (the “**Exchange**”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 16 January 2009.

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 28 November 2005

Name of Sponsor(s) : Nil

Names of directors : *Executive directors:*
(please distinguish the status
of the directors – Executive,
Non-Executive or Independent
Non-Executive)
Mr. Jiang Bing Hua
Mr. Zhang Menggui
Mr. Zhang Hongru
Mr. Chen Yunqiang

Non-executive director:
Mr. Jiang Longsheng

Independent non-executive directors:
Mr. Chan Ngai Sang, Kenny
Mr. Bian Junjiang
Mr. Guan Zhichuan

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	:	Name	Number of shares in the Company	Approximate percentage of shareholding in the Company
		Global Energy Investors, LLC (<i>Note 1</i>)	136,871,200	24.37%
		Mr. Zhang Menggui (<i>Note 2</i>)	137,735,200	24.68%
		Mr. Jiang Bing Hua (<i>Note 3</i>)	137,735,200	24.68%
		Ms. Chen Fengying (<i>Note 4</i>)	137,735,200	24.68%
		Ms. Zhang Jiuli (<i>Note 5</i>)	137,735,200	24.68%
		Mr. Brian Chang (<i>Note 6</i>)	108,872,800	19.38%

Notes:

1. Global Energy Investors, LLC is the beneficial owner of 136,871,200 shares. The entire shares capital of Global Energy Investors, LLC is beneficially owned as to 50% each by Mr. Zhang Menggui and Mr. Jiang Bing Hua, both are the executive Directors of the Company. Accordingly, both Mr. Zhang Menggui and Mr. Jiang Bing Hua are deemed to be interested in 136,871,200 shares beneficially owned by Global Energy Investors, LLC.
2. Mr. Zhang Menggui is the beneficial owner of 1,728,000 shares, and is deemed to be interested in 136,871,200 shares beneficially owned by Global Energy Investors, LLC.
3. Mr. Jiang Bing Hua is the beneficial owner of 1,728,000 shares, and is deemed to be interested in 136,871,200 shares beneficially owned by Global Energy Investors, LLC.
4. Since Ms. Chen Fengying is the spouse of Mr. Zhang Menggui, she is deemed to be interested in the shares held by him under Part XV of the SFO.
5. Since Ms. Zhang Jiuli is the spouse of Mr. Jiang Bing Hua, she is deemed to be interested in the shares held by him under Part XV of the SFO.

6. 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. YRS is owned as to approximately 45% by Mr. Brian Chang and his associates (as defined by the GEM Listing Rules), Mr. Brian Chang is deemed to be interested in 42,800,000 Shares held by YRSI as he holds more than one-third interest of the issued share capital of YRSI. 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 and WIL is the beneficial owner of 50,000,000 shares. Accordingly, Mr. Brian Chang is deemed to be interested in 108,872,800 shares beneficially owned by YRSI, AIL, and WIL respectively.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31 December

Registered address : Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business : Unit 910
9th Floor
China Merchants Tower
Shun Tak Centre
200 Connaught Road Central
Hong Kong

Web-site address (if applicable) : www.tscoffshore.com

Share registrar : *Principal share registrar and transfer office:*
Bank of Bermuda (Cayman) Limited
P.O. Box 513 GT
Strathale House
North Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

Hong Kong branch share registrar and transfer office:
Tricor Investor Services Limited
26/F Tesbury Centre
28 Queen's Road East
Hong Kong

Auditors : KPMG
8/F, Prince's Building
10 Chater Road
Central
Hong Kong

B. Business activities

The Company and its subsidiaries (the “**Group**”) are a product and service provider dedicated to the worldwide oil and gas drilling industry with four business lines, namely (i) Rig Products and Technology; (ii) Rig Turnkey Solutions; (iii) Oilfield Expendables and Supplies; and (iv) Consultancy Services to assist overseas oilfield equipment manufacturers and drilling rig engineering companies for the sales and marketing of their products and services in China and other countries.

C. Ordinary shares

Number of ordinary shares in issue : 561,737,604

Par value of ordinary shares in issue: HK\$0.10

Board lot size (in number of shares): 1,000

Name of other stock exchange(s) : N/A
on which ordinary shares are
also listed

D. Warrants

Stock code	: N/A
Board lot size	: N/A
Expiry date	: N/A
Exercise price	: N/A
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	: N/A
No. of warrants outstanding	: N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	: N/A

E. Other securities

Details of any other securities in issue.

On 1 February 2005, Oxford Asia Investments Limited (“**Oxford**”), a wholly-owned subsidiary of the Company, adopted a share option scheme pursuant to which 1,690 share options were granted to certain employees of the Group. On 19 October 2005, the Company adopted a share option scheme (“**Pre-IPO Share Option Scheme**”) to replace the share option scheme of Oxford which was cancelled on the same date. The total number of shares in the Company that are subject to the Pre-IPO Share Option Scheme is 15,210,000 shares at HK\$0.286 each, and all the options under the Pre-IPO Share Option Scheme were granted to the option holders of the Oxford’s option scheme in the same proportion with their original holding. Details of the Pre-IPO Share Option Scheme are summarised in the paragraph headed “Summary of terms of the Pre-IPO Share Option Scheme” in Appendix 5 to the prospectus of the Company dated 21 November 2005.

On 26 March 2007, the directors of the Company announced in its annual results for the year ended 31 December 2006 of a bonus issue of shares (the “**Bonus Issue**”) to those shareholders whose names appear on the register of members of the Company on 7 May 2007 on the basis of one bonus share for every five existing shares held. The above adjustments to the subscription price and the number of shares subject to the Pre-IPO Share Option shall become effective on the day of the Bonus Issue becoming unconditional on 10 May 2007.

As at the date of this information sheet, set out below is the adjusted subscription price and number of shares subject to the Pre-IPO Share Option held:

Date of grant	Options exercise price	Outstanding as at the date of this information sheet
19 October 2005	HK\$0.2383	8,121,600

Pursuant to the share option scheme adopted by the Company on 20 October 2005 (“Share Option Scheme”), the board of directors granted 7,280,000 share options at HK\$2.43 each to 14 employees of the Group on 10 May 2007, granted 9,700,000 share options at HK\$5.60 each to 51 employees and 2 consultants of the Group on 12 November 2007, granted 2,000,000 share options at HK\$5.23 each to 3 employees of the Group on 15 January 2008, and granted 5,000,000 share options at HK\$2.32 each to 6 employees of the Group at 12 August 2008.

The following table sets out the detail of the Share Option Scheme:

Date of grant	Options granted	Options exercise price	Outstanding as at the date of this information sheet
10 May 2007	7,280,000	HK\$2.43	6,802,000
12 November 2007	9,700,000	HK\$5.60	9,050,000
15 January 2008	2,000,000	HK\$5.23	2,000,000
12 August 2008	5,000,000	HK\$2.32	4,000,000

On 4 November 2008, the refreshed scheme mandate limit of 54,890,800 shares in respect of the granting of share options under the Share Option Scheme (the “Refreshment”) was approved at the extraordinary general meeting duly convened and held. On 13 November 2008, the Stock Exchange has granted the listing of, and permission to deal in, the shares which may fall to be issued and allotted upon the exercise of any options that may be granted under the Refreshment. On 29 December 2008, the board of directors granted 16,050,000 share options at HK\$0.54 each to 8 directors of the Company and 38 employees of the Group.

The following table sets out the detail of the Share Option Scheme under the Refreshment:

Date of grant	Options granted	Options exercise price	Outstanding as at the date of this information sheet
29 December 2008	16,050,000	HK\$0.54	16,050,000

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “**Directors**”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“**the Information**”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Jiang Bing Hua
Director

Zhang Menggui
Director

Zhang Hongru
Director

Chen Yunqiang
Director

Chan Ngai Sang, Kenny
Director

Bian Junjiang
Director

Guan Zhichuan
Director

Jiang Longsheng
Director