

## Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy) : | 31/05/2009 |
|------------------------------------|------------|
|------------------------------------|------------|

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | TSC Offshore Group Limited |  |
|----------------|----------------------------|--|
| Date Submitted | 03/06/2009                 |  |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares                   |                        |                                  |   |
|--------------------------------------|------------------------|----------------------------------|---|
| (1) Stock code : <u>8149</u> Descrip | ption : <u>TSC OFI</u> | FSHORE                           |   |
|                                      | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month  | 1,000,000,000          | HK\$0.10                         | HK\$100,000,000.00                              |
| Increase/(decrease)                  | 1,000,000,000          |                                  | HK\$100,000,000.00                              |
| Balance at close of the month        | 2,000,000,000          | HK\$0.10                         | HK\$200,000,000.00                              |
| (2) Stock code : <u>N/A</u> Descri   | ption :                | otion : N/A                      |   |
|                                      | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month  |                        |                                  |   |
| Increase/(decrease)                  |                        |                                  |   |
| Balance at close of the month        |                        |                                  |   |

# 2. Preference Shares

| Stock code :            | N/A      | _Description :   | iption : |                                  | A   |
|-------------------------|----------|------------------|----------|----------------------------------|---|
|                         |          | No. of pr<br>sha |          | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of pre | ceding n | onth             |          |                                  |   |
| Increase/(decrease)     |          |                  |          |                                  |   |
| Balance at close of the | month    |                  |          |                                  |   |

# 3. Other Classes of Shares

| Stock code :        | tock code : <u>N/A</u> Description : |         | ion :                          | N/A                              |   |  |
|---------------------|--------------------------------------|---------|--------------------------------|----------------------------------|---|--|
|                     |                                      |         | No. of other classes of shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |  |
| Balance at close of | preceding 1                          | month _ |                                |                                  |   |  |
| Increase/(decrease) |                                      | -       |                                |                                  |   |  |
| Balance at close of | the month                            | _       |                                |                                  |   |  |

Total authorised share capital at the end of the month (*State currency*) : HK\$200,000,000.00

## II. Movements in Issued Share Capital

|  | No. of ordin | ary shares | No of preference | No. of other classes |  |  |
|--|--------------|------------|------------------|----------------------|--|--|
|  | (1)          | (2)        | shares           | of shares            |  |  |
| Balance at close of preceding month      | 561,737,604  | N/A        | N/A              | <u>N/A</u>           |  |  |
| Increase/ (decrease)<br>during the month | Nil          | N/A        | N/A              | <u>N/A</u>           |  |  |
| Balance at close of the month            | 561,737,604  | N/A        | N/A              | <u>N/A</u>           |  |  |

#### III. Details of Movements in Issued Share Capital

Particulars of share No. of new shares of No. of new shares of option scheme issuer issued during issuer which may be including EGM the month pursuant issued pursuant thereto as at close of the month approval date thereto Movement during the month (dd/mm/yyyy) and class of shares Cancelled issuable Granted Exercised Lapsed 1. Exercise Price: Nil Nil Nil Nil Nil 2,646,000 HK\$0.2383 (19/10/2005) Ordinary shares (Note 1) Nil Nil Nil Nil Nil 2. Exercise Price: 2,554,000 HK\$ 2.43 (20/10/2005) Ordinary shares (Note 1) Nil Nil 3. Exercise Price: Nil Nil Nil 2,553,000 HK\$ 5.60 (20/10/2005)Ordinary shares (Note 1) 4. Exercise Price: Nil Nil Nil Nil Nil 400,000 HK\$5.23 (20/10/2005) Ordinary shares (Note 1) 5. Exercise Price: Nil Nil Nil Nil Nil 170,000 HK\$ 2.32 (20/10/2005) Ordinary shares (Note 1) 6. Exercise Price: Nil Nil Nil Nil Nil 0 HK\$ 0.54 (20/10/2005)Ordinary shares (*Note* 1) Total A. (Ordinary shares) Nil (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency) Nil

Share Options (under Share Option Schemes of the Issuer)

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)<br>1. N/A  | Currency of Nominal value at<br>nominal close of<br>value preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month                                     | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---|----------------------------------|---|--|--|
|   |   |                                  |   |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date |   |                                  |   |  |  |
| (if applicable)<br>(dd/mm/yyyy)   | ( / / )   |                                  |   |  |  |
| 2. N/A  | ;;  |                                  |   |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares  |   |                                  |   |  |  |
| issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)                      | ( / / )   |                                  |   |  |  |
| 3. N/A  |   |                                  |   |  |  |
| ( / / )   |   |                                  |   |  |  |
| Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )   |   |                                  |   |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)  |   |                                  |   |  |  |
| (dd/mm/yyyy)<br>4. N/A  | ( / / )   |                                  |   |  |  |
|   |   |                                  |   |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)   |   |                                  |   |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)  | ( / / )   |                                  |   |  |  |
|   | Total   | (Prefere                         | nary shares) <u>N/A</u><br>ence shares) <u>N/A</u><br>Other class) <u>N/A</u> |  |  |

| Convertibles (i.e. Convertible i  | nto Shores of the l | anna which are to                        |                                  | For Main Board                     | ain Board and GEM listed issu  |  |  |  |
|---|---------------------|--|----------------------------------|------------------------------------|--|--|--|--|
| Class and description   |                     | Amount at close<br>of preceding<br>month | Converted<br>during the<br>month | Amount at<br>close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |  |  |
| 1. N/A  |                     |  |                                  |                                    |  |  |  |  |
|   |                     |  |                                  |                                    |  |  |  |  |
|   |                     |  |                                  |                                    |  |  |  |  |
| Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date<br>(if applicable) |                     | ·  |                                  |                                    |  |  |  |  |
| (dd/mm/yyyy)  | ( / / )             |  |                                  |                                    |  |  |  |  |
| 2. N/A  |                     |  |                                  |                                    |  |  |  |  |
|   |                     |  |                                  |                                    |  |  |  |  |
|   |                     |  |                                  |                                    |  |  |  |  |
| Stock code (if listed)  |                     |  |                                  |                                    |  |  |  |  |
| Class of shares   |                     |  |                                  |                                    |  |  |  |  |
| issuable (Note 1)   |                     |  |                                  |                                    |  |  |  |  |
| Subscription price  |                     |  |                                  |                                    |  |  |  |  |
| EGM approval date   |                     |  |                                  |                                    |  |  |  |  |
| (if applicable)   | ( / / )             |  |                                  |                                    |  |  |  |  |
| (dd/mm/yyyy)<br>3. N/A  | ( / / )             |  |                                  |                                    |  |  |  |  |
| 5. N/A  |                     |  |                                  |                                    |  |  |  |  |
|   |                     |  |                                  |                                    |  |  |  |  |
|   |                     |  |                                  |                                    |  |  |  |  |
| Stock code (if listed)  |                     |  |                                  |                                    |  |  |  |  |
| Class of shares   |                     |  |                                  |                                    |  |  |  |  |
| issuable (Note 1)   |                     |  |                                  |                                    |  |  |  |  |
| Subscription price  |                     |  |                                  |                                    |  |  |  |  |
| EGM approval date (if applicable)   |                     |  |                                  |                                    |  |  |  |  |
|   | ( / / )             |  |                                  |                                    |  |  |  |  |
| 4. N/A  | ( , , , ,           |  |                                  |                                    |  |  |  |  |
|   |                     |  |                                  |                                    |  |  |  |  |
|   |                     |  |                                  |                                    |  |  |  |  |
|   |                     |  |                                  |                                    |  |  |  |  |
| Stock code (if listed)  |                     |  |                                  |                                    |  |  |  |  |
| Class of shares   |                     |  |                                  |                                    |  |  |  |  |
| issuable ( <i>Note 1</i> )  |                     |  |                                  |                                    |  |  |  |  |
| Subscription price  |                     |  |                                  |                                    |  |  |  |  |
| (if applicable)   |                     |  |                                  |                                    |  |  |  |  |
| (dd/mm/yyyy)  | ( / / )             |  |                                  |                                    |  |  |  |  |
|   |                     | ,  |                                  | nary shares) <u>N/A</u>            |  | -  |  |  |
|   |                     |  |                                  | ence shares) $N/A$                 |  | -  |  |  |
|   |                     |  | (                                | Other class) N/A                   | A  | -  |  |  |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

|   | No. of new shares of<br>issuer issued during<br>the month pursuant | No. of new shares of<br>issuer which may be<br>issued pursuant thereto |
|---|--|--|
| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | thereto  | as at close of the month   |
| 1. <u>N/A</u>   | -  |  |
|   | •  |  |
|   |  |  |
| 2. N/A  |  |  |
|   |  |  |
|   |  |  |
| shares (Note 1)   |  |  |
| 3. <u>N/A</u>   | -  |  |
|   |  |  |
|   | -  |  |
|   |  |  |
| Total D. (Ordinary shares)<br>(Preference shares)   | N/A<br>N/A   |  |
| (Other class)   | N/A<br>N/A   |  |
|   |  |  |

| Oth |               | Issued Share Capital         |   |       |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-----|---------------|------------------------------|---|-------|---|--|---|
|     | Type of Issue |                              | <u> </u>  |       |   |  | monti   |
|     |               |                              | Class of shares issuable ( <i>Note 1</i> )                      |       |   |  |   |
| 1.  | Rights issue  | At price : State             | _ Issue and allotment<br>date : (dd/mm/yyyy)                    | ( / / | ) |  |   |
|     |               |                              | EGM approval date:<br>(dd/mm/yyyy)                              | ( / / | ) |  |   |
|     |               |                              |   |       |   | <u>N/A</u>   | <u>N/A</u>  |
|     |               |                              | Class of shares issuable  |       |   |  |   |
|     |               | <b>G</b> +                   | (Note 1)  |       | ) |  |   |
| 2.  | Open offer    | At price : State<br>currency | _ Issue and allotment<br>date : (dd/mm/yyyy)                    | ( / / | ) |  |   |
|     |               |                              | EGM approval date:<br>(dd/mm/yyyy)                              | ( / / | ) |  |   |
|     |               |                              | (   |       |   | <u>N/A</u>   | N/A   |
|     |               |                              | Class of shares issuable ( <i>Note 1</i> )                      |       |   |  |   |
| 3.  | Placing       | At price : State             | Issue and allotment<br>date : (dd/mm/yyyy)                      | ( / / | ) |  |   |
|     |               |                              | EGM approval date:<br>(dd/mm/yyyy)                              | ( / / | ) |  |   |
|     |               |                              | (dd/mm/yyyy)  |       |   | <u>N/A</u>   | N/A   |
|     |               |                              | Class of shares issuable  |       |   |  |   |
| 4.  | Bonus issue   |                              | ( <i>Note 1</i> )<br>Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |  |   |
|     |               |                              | EGM approval date:<br>(dd/mm/yyyy)                              | ( / / | ) |  |   |
|     |               |                              |   |       |   | <u>N/A</u>   | <u>N/A</u>  |

|    | Type of Issue        |                                | H  | For Main | Boai | d and GEM lis<br>No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new shares of |
|----|----------------------|--------------------------------|--|----------|------|---|----------------------|
|    |                      |                                |  |          |      |   |                      |
|    |                      |                                | Class of shares issuable (Note 1)            |          |      |   |                      |
| 5. | Scrip dividend       | At price : State<br>currency   |  | ( / /    | )    |   |                      |
|    |                      |                                | EGM approval date:<br>(dd/mm/yyyy)           | ( / /    | )    | N/A   | <u>N/A</u>           |
|    |                      |                                | Class of shares                              |          |      |   |                      |
|    |                      |                                | repurchased (Note 1)                         |          |      |   |                      |
| 6. | Repurchase of shares |                                | Cancellation date :<br>(dd/mm/yyyy)          | ( / /    | )    |   |                      |
|    |                      |                                | EGM approval date:<br>(dd/mm/yyyy)           | ( / /    | )    | N/A   | N/A                  |
|    |                      |                                |  |          |      | <u>IV/A</u>   |                      |
|    |                      |                                | Class of shares redeemed ( <i>Note 1</i> )   |          |      |   |                      |
| 7. | Redemption of shares |                                | Redemption date :<br>(dd/mm/yyyy)            | ( / /    | )    |   |                      |
|    |                      |                                | EGM approval date: (dd/mm/yyyy)              | ( / /    | )    |   |                      |
|    |                      |                                |  |          |      | <u>N/A</u>  | <u>N/A</u>           |
|    |                      |                                | Class of shares issuable (Note 1)            |          |      |   |                      |
| 8. | Consideration issue  | At price : State<br>currency — | - Issue and allotment<br>date : (dd/mm/yyyy) | ( / /    | )    |   |                      |
|    |                      |                                | EGM approval date:<br>(dd/mm/yyyy)           | ( / /    | )    |   |                      |
|    |                      |                                |  |          |      | N/A   | N/A                  |
|    |                      |                                |  |          |      |   |                      |

|     |                           |                  |   | For Main Boa   | rd and GEM lis   |   |
|-----|---------------------------|------------------|---|--|--|---|
|     | Type of Issue             |                  |   |  | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
| 9.  | Capital<br>reorganisation |                  | Class of shares issuable ( <i>Note 1</i> )<br>Issue and allotment                           | ( / / )  |  |   |
|     | Teorganisation            |                  | date : (dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy)                                   | (//)   | N/A  | N/A   |
| 10. | Other<br>(Please specify) | At price : State | Class of shares issuable<br>( <i>Note 1</i> )<br>Issue and allotment<br>date : (dd/mm/yyyy) | ( / / )  |  |   |
|     |                           |                  |   | ( / / )<br>Ordinary share<br>reference share<br>(Other cla | es) N/A  | <u>N/A</u>  |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1) | NIL |
|--|-----|-----|
|  | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                        |     | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                  |     | N/A |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) |     |     |

| Remarks (if any):                                      |
|--|
| N/A  |
|  |
|  |
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|  |
|  |
| Submitted by: Tricor Investor Services Limited         |
| Title: Hong Kong Branch Share Registrar                |
| (Director, Secretary or other duly authorised officer) |
|  |
|  |

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.