TSC Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 206)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and Inside Information Provisions under Part XIVA of the SFO.

The Board would like to inform the shareholders of the Company and potential investors that based on the unaudited consolidated management accounts of the Group for six months ended 30 June 2016 and the information currently available to the Company, it is expected that the profit attributable to the shareholders of the Company for six months ended 30 June 2016 will decrease significantly as compared to the corresponding period in 2015.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by TSC Group Holdings Limited (the "**Company**") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the "**SFO**").

The board of directors of the Company (the "**Board**") would like to inform the shareholders of the Company and potential investors that based on the unaudited consolidated management accounts of the Company and its subsidiaries (the "**Group**") for six months ended 30 June 2016 and the information currently available to the Company, it is expected that the profit attributable to the shareholders of the Company for six months ended 30 June 2016 will decrease significantly as compared to the corresponding period in 2015.

The decrease is primarily due to the lack of significant improvement in the global oil and gas market and the oil and gas industry is currently under-going a period of deep adjustments.

The Company is in the process of finalizing the interim results of the Group for six months ended 30 June 2016. The information contained in this announcement is only based on a preliminary assessment by the Board of the unaudited consolidated management accounts of the Group for six months ended 30 June 2016 and the information currently available to the Company and is not based on any figures or information that have been audited or reviewed by the Company's auditors. The unaudited interim results of the Group for the six months ended 30 June 2016 are expected to be published on or about 30 August 2016.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
TSC Group Holdings Limited
Jiang Bing Hua
Executive Chairman

Hong Kong, 12 August 2016

As of the date of this announcement, the Board comprises 1 executive Director, namely Mr. Jiang Bing Hua; 4 non-executive Directors, namely Mr. Zhang Menggui, Mr. Jiang Longsheng, Mr. Brian Chang and Mr. Wang Jianzhong; and 4 independent non-executive Directors, namely Mr. Chan Ngai Sang, Kenny, Mr. Bian Junjiang, Mr. Guan Zhichuan and Mr. Robert William Fogal Jr.