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TSC Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 206)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of directors (the “**Board**”) of TSC Group Holdings Limited (the “**Company**”) hereby announces that on 2 September 2014 (the “**Date of Grant**”), the Company granted 2,400,000 share options (the “**Share Options**”) to subscribe for a total of 2,400,000 ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”), subject to acceptance of the grantees (the “**Grantees**”), under the share option scheme adopted by the Company on 5 August 2009.

Each Share Option shall entitle the holder of the Share Option to subscribe for one Share upon exercise of such Share Option at an exercise price of HK\$4.16 per Share, which represents the highest of (1) the closing price of HK\$4.16 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Date of Grant; (2) the average closing price of HK\$3.75 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (3) the nominal value of a Share.

The vesting period of the Share Options is 5 years and starts from the Date of Grant and become vested at stepped semi-annual increments of 10% of the total options granted for a period of 5 years from the Date of Grant, and these grants are exercisable for a period not later than 10 years from the Date of Grant, i.e. from 2 September 2014 to 1 September 2024. The Share Options granted cannot be exercised on or before 1 March 2015.

None of the Grantees is a director, chief executive or substantial shareholder of the Company, or their respective associates (as defined in the Listing Rules).

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

Hong Kong, 2 September 2014

As of the date of this announcement, the Board comprises 2 executive directors, namely Mr. Jiang Bing Hua and Mr. Zhang Menggui; 3 non-executive directors, namely Mr. Jiang Longsheng, Mr. Brian Chang and Mr. Yu Yuqun; and 4 independent non-executive directors, namely Mr. Chan Ngai Sang, Kenny, Mr. Bian Junjiang, Mr. Guan Zhichuan and Mr. Robert William Fogal Jr.