

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim 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 Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 206)

VOLUNTARY ANNOUNCEMENT

This announcement is a voluntary disclosure made by TSC Group Holdings Limited (the “**Company**” or “**TSC**”, together with its subsidiaries, the “**Group**”) to provide its shareholders and potential investors with updated operating information in relation to the recent business development of the Group.

CONSTRUCTION CONTRACT (RIG 2)

The board (the “**Board**”) of directors (the “**Director**”) of TSC Group Holdings Limited (the “**Company**” or “**TSC**”, together with its subsidiaries, the “**Group**”) is pleased to announce that on 5 September 2014, Alliance Offshore Drilling Pte. Ltd. (“**AOD**”), a wholly-owned subsidiary of the Company, entered into a construction contract for the fabrication, construction, equipping, testing, commissioning and delivery of a Zentech Design R-550D Jack-up Drilling Rig (Rig 2) (the “**Contract**”) with CSSC Huangpu Wenchong Shipbuilding Company Limited (“**CSSC Huangpu**”).

DETAILS OF THE CONTRACT

The principal terms of the Contract include the following:

Date: 5 September 2014

Parties: (i) AOD as the Owner; and
(ii) CSSC Huangpu as the Builder

Delivery:	Delivery of the Rig 2 is expected to be within 26 months upon the Contract coming into effect before end of October 2014
Nature of Transaction:	Construction of asset, being the Rig 2
Contract price:	Owner shall pay Builder a compensation which will be subject to the final technical scope of the project
Payment terms:	The Contract Price shall be paid by the Owner to the Builder by installments

REASONS FOR ENTERING INTO THE CONTRACT

With the continuing positive response received for the first unit of the Zentech R-550D Jack-up Drilling Rig currently under construction at the CSSC Huangpu Longxue Shipyard, AOD has exercised a further option provided by CSSC Huangpu to build a second unit of the same rig design. The construction of Rig 2 is in accordance with the objectives of the strategic alliance between CSSC Huangpu, Zentech Inc and TSC signed on 3 December 2012 to jointly develop and market the R-550D Jack-up Drilling Rig which is a high performance, three legged, extended reach cantilever type jack-up drilling rig, designed for worldwide service in up to 400 feet water depth. The design features include an extended cantilever reach, zero discharge, high speed preloading systems, high capacity drilling systems and other high performance features which increase safety and efficiency. The design has been approved by the American Bureau of Shipping and meets requirements of various fast growing emerging markets. A positive sustainable demand will continue for good quality and high specification rigs as older aging rigs are retired from active fleets and drilling requirements increase in deeper water depths.

The transaction arising from the Contract will be conducted in the ordinary and usual course of business of the Company. The Rig is intended either for drilling operations to be undertaken directly by AOD as a drilling contractor on completion of the rig or for sale to prospective customers who have expressed interest in the purchase of the second rig. In the event of sale, the customer will assume the rights and obligations of the construction contract

based on negotiated terms. In either of the above events, the Company expects the transaction to provide positive revenue growth to the Group.

Shareholders and investors are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 10 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.