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TSC Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 206)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 27 MAY 2016

The Board is pleased to announce that all ordinary resolutions set out in the notice of the AGM contained in the Circular were duly passed by the Shareholders by way of poll at the AGM held on 27 May 2016.

Reference is made to the circular of the Company dated 8 April 2016 (the “**Circular**”) in relation to the general mandates to issue shares and repurchase its own shares and proposed re-election of Directors. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all ordinary resolutions for the Shareholders to approve the ordinary resolutions as set out in the notice of the AGM contained in the Circular were duly passed by the Shareholders by way of poll at the AGM held on 27 May 2016. Tricor Investor Services Limited, the Company’s share registrar in Hong Kong, acted as the scrutineer for the purpose of vote-taking at the AGM.

As at the date of the AGM, the number of issued shares of the Company was 707,120,204 shares, which was the total number of shares entitling the holders to attend and vote on all resolutions at the AGM. There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

Set out below are the results of the voting by the Shareholders in respect of the ordinary resolutions put to vote by poll at the AGM held on 27 May 2016.

ORDINARY RESOLUTIONS		NUMBER OF VOTES (% OF TOTAL VALID VOTES CAST)		TOTAL VOTES
		FOR	AGAINST	
1.	To receive and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2015.	213,812,735 (100%)	0 (0%)	213,812,735 (100%)
2.	To re-elect Mr. Jiang Long Sheng as a non-executive director.	213,728,735 (99.96%)	84,000 (0.04%)	213,812,735 (100%)
3.	To re-elect Mr. Brian Chang, as a non-executive director.	201,762,735 (94.36%)	12,050,000 (5.64%)	213,812,735 (100%)
4.	To re-elect Mr. Robert William Fogal Jr., as an independent non-executive director.	213,812,735 (100%)	0 (0%)	213,812,735 (100%)
5.	To authorise the board of directors to fix the remuneration of the directors.	213,812,735 (100%)	0 (0%)	213,812,735 (100%)
6.	To re-appoint KPMG as auditors and authorise the board of directors to fix their remuneration.	213,812,735 (100%)	0 (0%)	213,812,735 (100%)
7.	To approve ordinary resolution no. 7 as set out in the notice of the Meeting (to grant a general mandate to the board of directors to issue new shares in the Company).	201,762,735 (94.36%)	12,050,000 (5.64%)	213,812,735 (100%)
8.	To approve ordinary resolution no. 8 as set out in the notice of the Meeting (to grant a general mandate to the board of directors to repurchase new shares in the Company).	213,812,735 (100%)	0 (0%)	213,812,735 (100%)
9.	To approve ordinary resolution no. 9 as set out in the notice of the Meeting (to extend the general mandate to the board of directors to issue new shares by adding the nominal amount of shares repurchased).	201,762,735 (94.36%)	12,050,000 (5.64%)	213,812,735 (100%)
10.	To approve ordinary resolution no. 10 as set out in the notice of the Meeting (to adopt share award incentive scheme and to give the Directors the scheme mandate to issue new shares up to 3%).	211,271,735 (98.81%)	2,541,000 (1.19%)	213,812,735 (100%)

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

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

Hong Kong, 27 May 2016

As at the date of this announcement, Mr. Jiang Bing Hua is an executive Director; Mr. Zhang Menggui, Mr. Jiang Longsheng, Mr. Brian Chang and Mr. Yu Yuqun are non-executive Directors; and Mr. Chan Ngai Sang, Kenny, Mr. Bian Junjiang, Mr. Guan Zhichuan and Mr. Robert William Fogal Jr. are independent non-executive Directors.