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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 the Company is in the course of addressing certain issues and outstanding information in order to finalise the preliminary results of the Group in respect of FY2016 which is now expected to be a substantial loss. Detailed results is intended to be announced on 30 March 2017.

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 the Company is in the course of addressing certain issues and outstanding information in order to finalise the preliminary results of the Company and its subsidiaries (the “**Group**”) in respect of the financial year ended 31 December 2016 (“**FY2016**”) which is now expected to be a substantial loss.

According to the Company's preliminary assessment of impairments, potential impairments and other adjustments to the unaudited consolidated management accounts of the Company and its subsidiaries for FY2016, the Company's financial position may be adversely impacted.

The Company is in the process of finalizing the annual results of the Group FY2016. The information contained in this announcement is based only on the preliminary assessment by the management according to the information currently available to it and is not based on any figures or information that has been audited or reviewed by the auditors or the audit committee of the Board and may be subject to change. Details of the Group's annual results for FY2016, which is expected to be published on 30 March 2017.

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, 24 March 2017

As at 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.