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**If you have sold or transferred** all your shares in TSC Group Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**TSC Group Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 206)**

**PROPOSALS INVOLVING  
GENERAL MANDATES TO ISSUE NEW SHARES AND  
REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Empire Room I, 1/F., Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Friday, 18 May 2018 at 10:00 a.m. or any adjournment thereof is set out on pages 17 to 20 of this circular. A form of proxy for use at the annual general meeting of the Company or any adjournment thereof is enclosed. Whether or not you propose to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's principal place of business in Hong Kong at Unit 03, 19/F, Bangkok Bank Building, No. 18 Bonham Strand West, Sheung Wan, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. at 10:00 a.m. on 16 May 2018) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

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## DEFINITIONS

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at Empire Room I, 1/F., Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Friday, 18 May 2018 at 10:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“associate”	has the meaning set out in the Listing Rules
“Board”	the board of Directors
“Company”	TSC Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on main board of the Stock Exchange
“connected person”	has the meaning set out in the Listing Rules
“control” and “controlling shareholder”	shall have the same meanings as set out in the Code on Takeovers and Mergers and the Listing Rules respectively
“Director(s)”	the director(s) of the Company for the time being
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the mandate to allot and issue Shares as set out in the notice convening the AGM as set out at the end of this circular
“Latest Practicable Date”	16 April 2018, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China

## DEFINITIONS

“Repurchase Mandate”	the mandate to repurchase Shares as set out in the notice convening the AGM as set out at the end of this circular, in respect of which an explanatory statement is set out in Appendix I to this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the Hong Kong Securities and Futures Commission
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent



**TSC Group Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 206)**

*Executive Director:*

Mr. Wang Hongyuan

Mr. Jiang Bing Hua

Mr. Zhang Menggui, Morgan

*Non-executive Directors:*

Mr. Wang Jianzhong

Mr. Lou Dongyang

Ms. Li Rong

*Independent non-executive Directors:*

Mr. Chan Ngai Sang, Kenny

Mr. Guan Zhichuan

Dr. Lu Xiaoming

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal Place of Business*

*in Hong Kong:*

Unit 03, 19/F

Bangkok Bank Building

No. 18 Bonham Strand West

Sheung Wan

Hong Kong

20 April 2018

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING  
GENERAL MANDATES TO ISSUE NEW SHARES AND  
REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding, among other things, the ordinary resolutions to grant to the Directors the Issue Mandate and the Repurchase Mandate; and to re-elect retiring Directors (collectively, the "Ordinary Resolutions") to be proposed at the AGM so as to enable the Shareholders to make an informed decision on whether to vote for or against the Ordinary Resolutions.

A notice convening the AGM setting out the details of the Ordinary Resolutions to be proposed therein is set out on pages 17 to 20 of this circular.

## LETTER FROM THE BOARD

### GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant the Directors the Repurchase Mandate to exercise all powers of the Company to repurchase the Shares. Shareholders should note that the maximum number of Shares that may be repurchased is up to 10% of the issued share capital of the Company at the date of passing such resolution. The Repurchase Mandate will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors is passed.

Appendix I to this circular sets out the explanatory statement which is required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

### GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant the Directors the Issue Mandate to exercise the power of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the issued share capital of the Company at the date of passing such resolution. In addition, conditional upon the proposed resolution to grant to the Directors the Repurchase Mandate being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an amount equivalent to the amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

The Issue Mandate will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors is passed.

### PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Articles 86 and 87 of the Articles of Association, Mr. Wang Hongyuan, Mr. Zhang Menggui, Morgan, Mr. Lou Dongyang, Ms. Li Rong, Mr. Chan Ngai Sang, Kenny and Dr. Lu Xiaoming shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

The biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

## LETTER FROM THE BOARD

### AGM

The notice convening the AGM at which the ordinary resolutions will be proposed, among others, to approve the Issue Mandate, the Repurchase Mandate and the re-election of retiring Directors are set out on pages 17 to 20 of this circular.

A form of proxy for the AGM is enclosed. Whether you intend to attend the AGM or not, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's principal place of business in Hong Kong at Unit 03, 19/F, Bangkok Bank Building, No. 18 Bonham Strand West, Sheung Wan, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. at 10:00 a.m. on 16 May 2018) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, all resolutions proposed at the AGM shall be voted by poll. The results of the poll will be announced by the Company in the manner prescribed by the Listing Rules.

### RECOMMENDATION

The Directors are of the opinion that the proposals in relation to (among others) the Issue Mandate, the Repurchase Mandate and re-election of Directors referred to in this circular are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or earnings per Share and will only be made when the Directors believe that a repurchase of Shares will benefit the Company and the Shareholders as a whole.

The Directors believe that an exercise of the General Mandate to allot and issue new Shares will enable the Company to take advantage of market conditions to raise additional capital for and/or as a means of payment by the Company.

Yours faithfully,  
On behalf of the Board  
**TSC Group Holdings Limited**  
**Wang Hongyuan**  
*Executive Chairman*

*This explanatory statement relates to the resolution proposed to be passed at the AGM authorising the grant of the Repurchase Mandate. It contains all the information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.*

**(i) Share capital**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,473,156,204 Shares of HK\$0.10 each. In addition, as at the Latest Practicable Date, no share options will be carried the rights to subscribe and remained outstanding.

Subject to the passing of the resolution regarding the Repurchase Mandate, the Company would be allowed to repurchase up to a maximum of 147,315,620 Shares, representing 10% of the then issued share capital of the Company on the basis that (i) no further Shares will be issued whether as a result of the exercise of any options granted and (ii) no Shares will be repurchased by the Company prior to the AGM. Assuming no further Shares are issued or repurchased by the Company prior to the date of the AGM, the total Shares in issue will be 1,473,156,204 Shares and the Company will be allowed under the Repurchase Mandate to repurchase up to 147,315,620 Shares.

**(ii) Reasons for repurchases**

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at that time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase of Shares will benefit the Company and the Shareholders as a whole.

**(iii) Funding of repurchases**

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of those funds legally permitted to be utilised in this connection, including capital paid up on the relevant Shares, or out of funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of funds of the Company otherwise available for dividend or distribution or out of the share premium account of the Company.

**(iv) Financial effect of repurchases**

The Directors consider that there might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31 December 2017 in the event that the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate.

**(v) Share prices**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Share Prices	
	Highest HK\$	Lowest HK\$
2017		
March	1.10	0.87
April	0.85	0.77
May	0.80	0.71
June	0.71	0.62
July	0.69	0.61
August	0.66	0.52
September	0.82	0.58
October	0.86	0.78
November	0.86	0.74
December	1.05	0.76
2018		
January	1.14	0.82
February	1.02	0.86
March	0.91	0.83
April (up to the Latest Practicable Date)	0.87	0.76

**(vi) Effect of the Takeovers Code**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, which will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders have beneficial interests representing 5% or more of the issued share capital of the Company within the meaning of Part XV of the SFO:

<b>Name of Shareholders</b>	<b>Number of shares</b>	<b>Approximate percentage of the shareholding as at the Latest Practicable Date</b>	<b>Approximate percentage of shareholding of the Repurchase Mandate is exercised in full</b>
China Great Wall AMC (International) Holdings Company Limited ( <i>Note 1</i> )	765,186,000	51.94	57.71
China Great Wall Asset Management Co., Ltd. 中國長城資產管理股份有限公司 ( <i>Note 1</i> )	765,186,000	51.94	57.71
China Merchants & Great Wall Ocean Strategy & Technology Fund (L.P.) ( <i>Notes 1,2,3 &amp; 4</i> )	765,186,000	51.94	57.71
China Merchants Great-Wall GP Limited ( <i>Note 2</i> )	765,186,000	51.94	57.71
Great Wall International Investment V Limited ( <i>Note 3</i> )	765,186,000	51.94	57.71
Prime Force Investment Corporation ( <i>Note 4</i> )	765,186,000	51.94	57.71
招商局集團有限公司 ( <i>Note 4</i> )	765,186,000	51.94	57.71

Name of Shareholders	Number of shares	Approximate percentage of the shareholding as at the Latest Practicable Date	Approximate percentage of shareholding of the Repurchase Mandate is exercised in full
Madam Chen Fengying ( <i>Note 5</i> )	124,702,200	8.46	9.41
Madam Zhang Jiuli ( <i>Note 6</i> )	124,702,200	8.46	9.41
Mr. Zhang Menggui, Morgan ( <i>Note 7</i> )	124,702,200	8.46	9.41
Mr. Jiang Bing Hua ( <i>Note 7</i> )	124,702,200	8.46	9.41
Global Energy Investors, LLC ( <i>Note 7</i> )	120,046,200	8.15	9.05
China International Marine Containers (Group) Co., Ltd. ( <i>Note 8</i> )	92,800,000	6.30	7.00
China International Marine Containers (Hong Kong) Ltd. ( <i>Note 8</i> )	92,800,000	6.30	7.00

*Notes:*

1. China Great Wall AMC (International) Holdings Company Limited ("GWAMC International") holds 25% of the equity interest in China Merchants Great-Wall GP Limited ("Fund GP") and is a wholly owned subsidiary of China Great Wall Asset Management Co., Ltd. ("GW Asset Management"). Therefore, both GWAMC International and GW Asset Management are both deemed to be interested in the 765,186,000 Shares that China Merchants & Great Wall Ocean Strategy & Technology Fund (L.P.) ("Fund LP") are interested in under Part XV of the SFO.
2. Fund GP is the general partner of Fund LP and is therefore deemed to be interested in the 765,186,000 Shares that Fund LP are interested in under Part XV of the SFO.
3. Great Wall International Investment V Limited holds approximately 39.986% of the limited partnership interests in Fund LP and is therefore deemed to be interested in the 765,186,000 Shares that Fund LP are interested in under Part XV of the SFO.
4. China Merchants Capital Management (International) Limited holds 45% of the equity interest in Fund GP and is a wholly owned subsidiary of China Merchants Capital Management Co. Ltd., which in turn is wholly owned by China Merchants Capital Investment Co., Ltd.

China Merchants Capital Holdings (International) Limited holds approximately 9.996% of the limited partnership interests in Fund LP and is a wholly owned subsidiary of China Merchants Capital Holdings Co. Ltd., which in turn is wholly owned by China Merchants Capital Investment Co., Ltd.

China Merchants Industry Holdings Co., Ltd. ("CM Industry") holds 30% of the equity interest in Fund GP and approximately 29.989% of the limited partnership interests in Fund LP and is a wholly owned subsidiary of China Merchants Holdings (Hong Kong) Company Ltd. ("CM HK").

Both China Merchants Capital Investment Co., Ltd. and CM HK are wholly owned subsidiaries of China Merchants Steam Navigation Company Limited, which is the wholly owned subsidiary of China Merchants Group Limited\* (招商局集團有限公司) ("CM Group").

Therefore, each of China Merchants Capital Management (International) Limited, China Merchants Capital Management Co. Ltd., China Merchants Capital Investment Co., Ltd., China Merchants Capital Holdings (International) Limited, China Merchants Capital Holdings Co. Ltd., CM Industry, CM HK, China Merchants Steam Navigation Company Limited, CM Group are deemed to be interested in the 765,186,000 Shares that Fund LP are interested in under Part XV of the SFO.

Prime Force Investment Corporation ("Prime Force") is a company incorporated in the British Virgin Islands and is wholly-owned by Fund LP and Fund LP is therefore deemed to be interested in the 765,186,000 Shares that Prime Force is interested in under Part XV of the SFO.

5. These interests represent the same block of Shares held by Mr. Zhang Menggui, Morgan. Since Madam Chen Fengying is the spouse of Mr. Zhang Menggui, Morgan, she is deemed to be interested in the Shares held by him under Part XV of the SFO.
6. These interests represent the same block of Shares held by Mr. Jiang Bing Hua. Since Madam Zhang Jiuli is the spouse of Mr. Jiang Bing Hua, she is deemed to be interested in the Shares held by him under Part XV of the SFO.
7. These interests include the same block of corporate interests of Global Energy Investors, LLC held by Mr. Zhang Menggui, Morgan and Mr. Jiang Bing Hua equally, both of whom are the Directors.
8. China International Marine Containers (Group) Company Limited ("CIMC Group") holds the entire issued share capital of China International Marine Containers (Hong Kong) Limited ("CIMC HK"). Therefore, CIMC Group is deemed to be interested in the 92,800,000 Shares held by CIMC HK under Part XV of the SFO.

In the event that the Repurchase Mandate is exercised in full and given the Repurchase Mandate having been approved by Shareholders, the interests of the above Shareholders will be increased to approximately the respective percentages shown in the last two columns above. On the basis of the shareholdings held by the Shareholders named above, an exercise of the Repurchase Mandate in full will not give rise to an obligation on them to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholder, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

**(vii) Connected persons**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate if it is approved by the Shareholders.

As at the Latest Practicable Date, no connected person of the Company has notified the Company that he has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**(viii) Undertaking**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and in accordance with the regulations set out in the Articles of Association.

**(ix) Shares repurchase made by the Company**

The Company did not repurchase any Shares (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

## DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

**Mr. Wang Hongyuan** (“Mr. Wang”), aged 42, is an executive Director, the executive chairman and chief executive officer of the Company. He is also a member of the remuneration committee and the chairman of the nomination committee of the Company. Mr. Wang obtained a bachelor’s degree in ocean vessel driving and a master’s degree in transportation management from Dalian Maritime University in the PRC in 1997 and 2004, respectively. Mr. Wang is a deputy general manager of CM Industry, the general manager of the China Merchants Great-Wall Capital Management Limited (the “Fund Manager”) and a supervisor of China International Marine Containers (Group) Co., Ltd. (A share Stock Code: 000039, H share Stock Code: 2039). Mr. Wang worked in the business development department of CM Group from 2003 to 2005, worked in China Merchants Holdings (International) Company Limited from 2005 to 2013, and served as the general manager assistant of China Merchants Food Supply Chain Management Co., Ltd.\* (招商局食品供應鏈管理有限公司) in 2014, and the director assistant of the capital management department from 2015 to 2016. Mr. Wang has extensive experience in strategic planning, mergers and acquisitions, capital operations and investments in sectors such as offshore marine and shipping, port and bonded logistics, cold chain and food supply chain management.

Mr. Wang is one of the directors of each of Prime Force, the Fund GP and Fund Manager. Save as disclosed above, Mr. Wang has not held any other position with the Company or its subsidiaries, nor has he held any other directorship in any other listed public companies in the past three years. Mr. Wang has entered into an appointment letter with the Company with effect from 9 February 2018 and he is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Wang has waived entitlement to annual remuneration.

Save as disclosed, Mr. Wang does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company nor does he hold other positions in the Group.

Mr. Wang has confirmed that there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

**Mr. Zhang Menggui, Morgan** (“Mr. Zhang”), aged 59, is a co-founder of the Group and is an executive Director. He is an authorised representative and a member of the remuneration and nomination committee and chairman of the compliance committee of the Company. On 28 April 2016, he had been redesignated from the executive Director to the non-executive Director of the Company to focus on the development of Qingdao TSC and the TSC OGS Group. As stated in the Company’s announcement dated 21 June 2017, Qingdao TSC was delisted from the NEEQ effective from 21 June 2017. He obtained his bachelor’s degree majoring in drilling engineering from the China University of Petroleum (中國石油大學) in 1982 and acquired his master’s degree in petroleum engineering from the University of Alaska-Fairbanks in the U.S.A. in 1989 and he received

an executive master's in business administration (EMBA) from China Europe International Business School in 2012. He serves as the executive chairman of TSC OGS Group on NEEQ. He was the chief executive officer and an executive Director of the TSC OGS Group. Mr. Zhang has 35 years of experience in the oil and gas industry. Prior to founding the Group, he worked for a subsidiary of the CNPC group in China and for Cook Inlet Region Inc. in Alaska. Mr. Zhang currently is a member of several oil industry associations and professional organizations including the Society of Petroleum Engineers and the American Drilling Engineers. He is the elder brother of Mr. Zhang Mengzhen, Michael, vice president of TSC OGS Group and also the president of TSC Manufacturing and Supply, LLC. ("TSC M&S"), a subsidiary of the Group.

Mr. Zhang is also a director of Oxford Asia Investments Limited, Richie Tunnel Corp., Classic Price Inc., Thousand Code Limited, TSC Product Development Limited, Top Sino Industrial Limited, Center Mark International Limited, TSC Manufacturing and Supply LLC., TSC Offshore Corporation, Petro Equip Leaders Limited, Star Union Investments Limited, Alliance Offshore Group Limited, TSC International Enterprises Limited, TSC Investment Corporation Limited, TSC Offshore (UK) Limited, TSC Offshore Pte. Limited, TSC United Limited, and TSC Asia Investments Limited, all being subsidiaries of the Company. Save as disclosed above, Mr. Zhang has not held any other position with the Company or its subsidiaries, nor has he held any other directorship in any other listed public companies in the past three years. Mr. Zhang has entered into a service agreement with the Company with effect from 22 June 2017 and he is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Zhang will be entitled to an annual remuneration of US\$250,000. His basic remuneration was fixed with reference to his duties and responsibilities with the Company as well as the Company's remuneration policy. He may also be eligible for a discretionary bonus based on his performance and the business of the Group. He holds 124,702,200 shares in the Company and is also deemed to be interested in the 120,046,200 shares in the Company beneficially owned by Global Energy Investors, LLC. under Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed, Mr. Zhang does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company nor does he hold other positions in the Group.

Mr. Zhang has confirmed that there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

**Mr. Lou Dongyang** ("Mr. Lou"), aged 42, has been appointed as a non-executive Director with effect from 1 April 2018. He is also a chairman of the compliance committee of the Company. Mr. Lou is the chief financial officer of China Merchants Industry Holdings Co., Ltd. Mr. Lou has served as an assistant engineer for Engineer of Chemical Engineering Office of the Institute of Standardization of Nuclear Industry and the secretary-general for the National Technical Committee for Standardization of Radioisotope (全國放射性同位素標準化技術委員會) from July 1997 to October 2001, an

engineer in the Planning Department in China Isotope Company from October 2001 to August 2003, a specialist of the Supervisory Board for Key Large State-Owned Enterprises under the State Council from August 2003 to August 2004, a principal staff member of the Supervisory Board for Key Large State-Owned Enterprises under the State Council from September 2008 to September 2012, the assistant to the department director of the intellectual property administrative department of CM Group from September 2012 to May 2015, the assistant to the department director of the finance department (intellectual property department) of CM Group from May 2015 to October 2015, and the deputy general manager of the finance department (intellectual property department) of CM Group from October 2015 to November 2017. Mr. Lou obtained a bachelor's degree in applied chemistry from Peking University in 1997 and a master's degree in business administration also from Peking University in 2002.

Mr. Lou has entered into an appointment letter with the Company with effect from 1 April 2018 and he is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Lou has waived entitlement to annual remuneration.

As at the Latest Practicable Date, Mr. Lou does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Mr. Lou does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company nor does he hold other positions in the Group.

Mr. Lou has confirmed that there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

**Ms. Li Rong** ("Ms. Li"), aged 49, has been appointed as a non-executive Director with effect from 9 February 2018. Ms. Li is a managing director of China Merchants Capital Management (International) Limited and a director of Meris Global Investments Limited. Prior to joining China Merchants Capital Management (International) Limited, Ms. Li worked for J.P. Morgan from July 2006 to August 2012. Her last position with J.P. Morgan was vice president in global special opportunities department. Ms. Li obtained a master's degree in business administration from Kellogg School of Management of Northwestern University, United States in 1997. Ms. Li is part of the management team of the Fund Manager, of China Merchants & Great Wall Ocean Strategy & Technology Fund (L.P.), and the management team holds in aggregate 81% beneficial interests in Meris Global Investments Limited. Meris Global Investments Limited is a co-investment vehicle of the management team of the Fund Manager.

Pursuant to the letter of engagement entered into between the Company and Ms. Li, Ms. Li has been appointed for a term of three years commencing from 9 February 2018, subject to the retirement and re-election provisions under the Articles of Association. Ms. Li has waived entitlement to emoluments.

As at the Latest Practicable Date, Ms. Li does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Ms. Li does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company nor does she hold other positions in the Group.

Ms. Li has confirmed that there is no other information which is discloseable nor is/was she involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders.

**Mr. Chan Ngai Sang, Kenny** (“Mr. Chan”), aged 53, is an independent non-executive Director since October 2005. He is a partner and founder of Kenny Chan & Co., a firm of Certified Public Accountants. He has over 27 years’ experience in accounting, taxation, auditing and corporate finance and has been involved in several mergers, acquisitions and initial public offering projects. He holds a bachelor of commerce degree from the University of New South Wales and is a member of Chartered Accountants Australia and New Zealand, the Association of International Accountants, CPA Australia, the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong. He is also a fellow member of the Hong Kong Institute of Directors. He served as president of the Hong Kong Branch of the Association of International Accountants in the years 2012-2015 and several tribunals of the HKSAR Government including the Mandatory Provident Fund Schemes Appeal Board, Occupational Retirement Schemes Appeal Board, Youth Programme Co-ordinating Committee of the Commission on Youth and the Fight Crime Committee of Tsuen Wan District. He is an independent non-executive director of Zhongyuan Bank Corporation Limited, Hebei Construction Group Corporation Limited & Minsheng Education Group Company Limited, all are listed on the Main Board of the Stock Exchange, and Sing On Holdings Limited, it is listed on the Growth Enterprise Market of the Stock Exchange.

Mr. Chan entered into a service contract with the Company for a term of three years commencing from 20 October 2005 and renewed automatically for successive terms of three years from 20 October 2008, 20 October 2011 and 20 October 2014. Under the service contract, Mr. Chan’s emoluments, which are determined based on the prevailing market conditions and his role and responsibilities, are HK\$240,000 per annum. As at the Latest Practicable Date, Mr. Chan is interested in a total of 500,000 Shares, representing approximately 0.07% of the entire issued share capital of the Company, within the meaning of Part XV of the SFO.

Mr. Chan has served on the Board for more than 9 years. Pursuant to Provision A.4.3 of Appendix 14 of the Listing Rules, if an independent non-executive director serves more than 9 years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders. Mr. Chan has extensive experience and knowledge in the industries of accounting, taxation, auditing and corporate finance and in-depth understanding of the Company’s financial situation. The Board considers that Mr. Chan is not involved in the daily management of the Company nor he is in any relationships or circumstance which would interfere with the exercise of his independent judgments. Therefore the Board is of the opinion that Mr. Chan still has the required integrity and independence to continue fulfilling the role of an independent non-executive director. Mr. Chan confirmed that he had satisfied all factors set out in Rule 3.13 of the Listing Rules in assessing his independence.

As at the Latest Practicable Date, Mr. Chan does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Mr. Chan does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company nor does he hold other positions in the Group.

Mr. Chan has confirmed that there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2) (h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

**Dr. Lu Xiaoming** (“Dr. Lu”), aged 56, has been appointed as an independent non-executive Director with effect from 22 June 2017. He is also member of audit committee and nomination committee, and a chairman of remuneration committee of the Company. He graduated from Peking University with a Bachelor of Sciences in Mathematics. He then went on to obtain Masters Degrees in Economic Analysis and Forecast; Economics; and a Doctor of Philosophy in Management at the People’s University of China, York University, and Queen’s University respectively. Dr. Lu started his career as a software engineer at SINOPEC, where he worked from 1983 to 1985. He then spent three years as an assistant researcher at the State Information Center. From 1999 to 2000, Dr. Lu was a quantitative analyst in the global risk management department of Lehman Brothers. In his four years at Guotai Junan Securities (“GJS”) from 2000 to 2004, Dr. Lu started off as a MD in the department of international business before transferring to the research department as a senior research analyst. Dr. Lu then spent four years at the China Investment Banking division of Citigroup, where he was a coverage banker for technology, media and telecoms; real estate; and auto. He was also involved in deal executions. Since 2008, he has been a private investor and consultant he also worked part-time as a senior adviser at CSV Capital Partners.

Pursuant to the letter of appointment entered into between the Company and Dr. Lu dated 22 June 2017, the appointment of Dr. Lu is for 3 years and his appointment is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Dr. Lu will be entitled to an annual remuneration of HK\$120,000. His basic remuneration was fixed with reference to his duties and responsibilities with the Company as well as the Company’s remuneration policy.

As at the Latest Practicable Date, Dr. Lu does not have any interests in the securities of the Company within the meaning of Part XV of the SFO. Dr. Lu does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company nor does he hold other positions in the Group.

Dr. Lu has confirmed that there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

## NOTICE OF ANNUAL GENERAL MEETING



### **TSC Group Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 206)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of TSC Group Holdings Limited (the “Company”) will be held at Empire Room I, 1/F., Empire Hotel Hong Kong, 33 Hennessy Road, Wanchai, Hong Kong on Friday, 18 May 2018 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and auditors for the year ended 31 December 2017;
2. To re-elect Mr. Wang Hongyuan as an executive Director of the Company;
3. To re-elect Mr. Zhang Menggui, Morgan, as an executive Director of the Company;
4. To re-elect Mr. Lou Dongyuan as a non-executive Director of the Company;
5. To re-elect Ms. Li Rong as a non-executive Director of the Company;
6. To re-elect Mr. Chan Ngai Sang, Kenny, who has served for more than 9 years, as an independent non-executive Director of the Company;
7. To re-elect Dr. Lu Xiaoming as an independent non-executive Director of the Company;
8. To authorise the board of directors of the Company (the “Board”) to fix the Directors’ remuneration;
9. To re-appoint KPMG as auditors of the Company and to authorise the Board to fix their remuneration;

As special business, to consider and, if thought fit, to pass with or without amendments the following resolutions as ordinary resolutions of the Company:

10. **“THAT**
  - (i) subject to paragraph (iii) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including bonds, warrants and debentures

## NOTICE OF ANNUAL GENERAL MEETING

convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this resolution shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (iii) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); (b) the exercise of warrants issued to subscribe for Shares or the exercise of options granted under any share option scheme adopted by the Company; or (c) an issue of Shares in lieu of whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20% of the total number of Shares of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company);

## NOTICE OF ANNUAL GENERAL MEETING

11. **“THAT**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued Shares in the capital of the Company on the Stock Exchange, subject to and in connection with all applicable laws and/or the requirements of the Stock Exchange and the Hong Kong Code on Share Repurchases as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of Shares of the Company in issue as at the date of the passing of this resolution, and this approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”; and

12. **“THAT** conditional upon ordinary resolutions nos. 10 and 11 above being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to ordinary resolution no. 10 above be and is hereby extended by the addition thereto the total number of Shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of Shares of the Company repurchased by the Company under the authority granted to the Directors pursuant to the ordinary resolution no. 11 above, provided that such an amount shall not exceed 10% of the total number of Shares of the Company as at the date of passing this resolution.”.

By Order of the Board  
**TSC Group Holdings Limited**  
**Wang Hongyuan**  
*Executive Chairman*

Hong Kong, 20 April 2018

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. The register of members of the Company will be closed from Tuesday, 15 May 2018 to Friday, 18 May 2018, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for the entitlement to attend and vote at the meeting, all transfer documents, accompanied by the relevant share certificates, must be duly completed and lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 14 May 2018.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company, but must attend the meeting in person to represent you.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the principal place of business of the Company in Hong Kong at Unit 03, 19/F, Bangkok Bank Building, No. 18 Bonham Strand West, Sheung Wan, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. at 10:00 a.m. on 16 May 2018) or any adjourned meeting.
4. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the meeting shall be voted by poll.
7. An explanatory statement containing further details regarding resolutions nos. 10 to 11 above as required by the Listing Rules is set out in Appendix I to the circular which will be dispatched to shareholders together with the annual report of the Company for the year ended 31 December 2017.