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## **EMER International Group Limited**

**埃謨國際集團有限公司\***

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

**(Stock Code: 8149)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “Meeting”) of EMER International Group Limited (the “Company”) will be held at Function Room I, Ground Floor, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong at 10:00 a.m. on Tuesday, 22 January 2008 to consider and, if thought fit, to pass, with or without amendments, the following resolutions:

#### **ORDINARY RESOLUTION**

1. **“THAT** the two agreements (the “Supply Agreements”) entered into on 12 December 2007 between Qingdao TSC Offshore Equipment Co., Ltd., a wholly-owned subsidiary of the Company, as the supplier; and Yantai Raffles Offshore Limited, as the purchaser, in relation to the sale of four sets of burner boom, copies of which have been produced at the Meeting marked “A” to “B” respectively and signed by the chairman of the Meeting for identification purpose, be and are hereby approved, confirmed and ratified, and **THAT** all the transactions contemplated under the Supply Agreements be and are hereby approved, confirmed and ratified, and **THAT** the directors of the Company be and are hereby authorised to do such acts and execute such other documents with or without amendments and affix the common seal of the Company thereto (if required) as they may consider necessary, desirable or expedient to give effect to or otherwise in connection with or in relation to the Supply Agreements.”

#### **SPECIAL RESOLUTIONS**

2. **“THAT** the Company’s name be and is hereby changed from “EMER International Group Limited” to “TSC Offshore Group Limited”, and upon the change of name becoming effective, a new Chinese name “TSC 海洋集團有限公司” will be adopted to replace “埃謨國際集團有限公司” for identification and **THAT** subject to the consent of the Registrar of Companies in Cayman Islands, such new name of the Company be registered with the Registrar of Companies in the Cayman Islands under the Companies Law (Chapter 22 of the Laws of the Cayman Islands) and the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and **THAT** the directors of the Company be and are hereby authorized to do all such acts, deeds and things as they may, in their absolute discretion, deem fit, to effect and implement the change of name of the Company.”

3. “**THAT**, subject to the passing of the special resolution no.(2) set out in this notice and the consent of the Registrar of Companies in Cayman Islands, the articles of association of the Company be and are hereby amended by amending the definition of “Company” in Article 2(1) to read:

“Company”

“TSC Offshore Group Limited”

By Order of the Board  
**EMER International Group Limited**  
**Jiang Bing Hua**  
*Executive Chairman*

Hong Kong, 31 December 2007

*Notes:*

1. 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 of the Company 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 of the Company 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.
2. 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 1612, 16th Floor, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting.
3. Completion and delivery of the form of proxy will not preclude a member of the Company 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.
4. Where there are joint holders of any shares of the Company, any one of such persons may vote at the Meeting, either in person or by proxy, in respect of such shares of the Company as if he was solely entitled thereto; but if more than one of such joint holders be present at the 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 of the Company in respect of the joint holding.

*As at the date of this announcement, the Executive Directors of the Company are Mr. Jiang Bing Hua, Mr. Zhang Menggui, Mr. Zhang Hongru and Mr. Chen Yunqiang; the non-executive Director is Mr. Jiang Longsheng and the Independent non-executive Directors are Mr. Chan Ngai Sang, Kenny, Mr. Bian Junjiang and Mr. Guan Zhichuan.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days and on the website of the Company at [www.emergroup.com](http://www.emergroup.com) on a continuous basis for at least five years from the date of its posting.*

*\* For identification purpose only*