



# TSC Offshore Group Limited

## TSC 海洋集團有限公司\*

(Formerly known as EMER International Group Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8149)

### Form of proxy for use at the extraordinary general meeting to be held on 17 March 2008 (or any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of  
TSC Offshore Group Limited (the "Company"), HEREBY APPOINT<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the Chairman of the meeting as my/ our proxy to attend and act for me/us in the extraordinary general meeting (the "Meeting") (or at any adjournment thereof) of the Company to be held at Function Room I, Ground Floor, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Monday, 17 March 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof), to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve the making of a voluntary conditional cash offer (the "Offer") by the Company to acquire all the issued shares (the "GEM Shares") of Global Marine Energy Plc (other than those already owned by the Company).		
2.	To approve the acquisition of the GME Shares (other than those already owned by the Company) by way of making the Offer.		

Signature(s)<sup>5</sup> \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008

#### Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
4. Important: If you wish to vote for the resolution, please indicate with a tick in the appropriate box marked "For". If you wish to vote against the resolution, please indicate with a tick in the appropriate box marked "Against". Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to above.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised in writing.
6. In the case of joint holders of any share of the Company, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share of the Company as if he were 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.
7. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority, must be deposited at the Company's principal place of business 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 Meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person.
8. Any alteration made to this form of proxy must be initialled by the person who signs it.

\* For identification purposes only