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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of TSC Offshore Group Limited (the “Company”) will 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. to consider and, if thought fit, to pass, with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**
 - (a) the making of a voluntary conditional cash offer by the Company to acquire all the ordinary shares (the “GME Shares”) with par value of 2.5 pence each in the capital of Global Marine Energy Plc (other than those already owned by the Company) (the “Offer”), and the transactions contemplated thereunder be and are hereby approved; and
 - (b) the directors of the Company (the “Directors”) be and are hereby authorised to do all acts and execute all documents they consider necessary or expedient to give effect to the transactions contemplated under the Offer.”

2. **“THAT:**
 - (a) the acquisition of the GME Shares (other than those already owned by the Company) from shareholders of GME by way of making the Offer to such shareholders of GME in accordance with the City Code on Takeovers and Mergers (the “Acquisition”), and the transactions contemplated thereunder be and are hereby approved; and

- (b) the Directors be and are hereby authorised to do all acts and execute all documents they consider necessary or expedient to give effect to the transactions contemplated under the Acquisition.”

By order of the Board
TSC Offshore Group Limited
Jiang Bing Hua
Executive Chairman

Hong Kong, 29 February 2008

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 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 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.

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 for at least 7 days and on the website of the Company at www.tscoffshore.com on a continuous basis for at least five years from the date of its posting.

* *For identification purposes only*