



# TSC Offshore 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 18 July 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 Suite 2001, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong at 10:00 a.m. on Friday, 18 July 2008 for the purpose of considering and, if thought fit, passing the resolution 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 resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1. To approve the master agreement dated 4 June 2008 entered into between the Company (as seller) and Yantai Raffles Shipyard Limited (as buyer) in relation to the sale of the products (which include the equipment used on offshore platforms including but not limited to power control package, jacking control system, BOP handling and transport, burner boom, etc and the project(s) related to offshore platforms including (i) cantilever and drill floor projects; (ii) rack material processing project; and (iii) design, engineering and consulting service projects)) and the proposed annual caps in relation to the transactions contemplated under the said master agreement.		

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

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

- Notes:
- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
  - 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).
  - 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.
  - Important: If you wish to vote for any of the resolutions, please indicate with a tick in the appropriate box marked "For". If you wish to vote against any of the resolutions, 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 resolutions properly put to the Meeting other than those referred to above.
  - 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.
  - In the case of joint holders of any shares of the Company any one of such holders may vote at the Meeting, either personally 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.
  - 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 or authority, must be deposited at the Company's principal place of business at Unit 1612, 16/F., 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 shareholders from attending the Meeting and voting in person.
  - Any alteration made to this form of proxy must be initialled by the person who signs it.