



TSC Offshore Group Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 206)

**Form of Proxy for use at the extraordinary general meeting to be held on 5 August 2009
(or any adjournment thereof)**

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.10 each in the capital of TSC Offshore Group Limited
(the "Company"), HEREBY APPOINT³ _____
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 Unit 910, 9/F, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 5 August 2009 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 RESOLUTION	FOR ⁴	AGAINST ⁴	ABSTENTION ⁴
to approve the adoption of the Share Option Scheme and to authorise the board of directors of the Company to administer the Share Option Scheme, to grant options and to allot, issue and deal with the shares pursuant to the exercise of any option granted thereunder and to take such steps and do such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme			

Signature(s)⁵ _____

Dated this _____ day _____ of 2009

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 any of the resolution, please indicate with a tick in the appropriate box marked "For". If you wish to vote against any of the resolution, please indicate with a tick in the appropriate box marked "Against". If you wish to abstain, please put a tick in the "Abstention" column. 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, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share 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 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 or authority, must be deposited at the Company's principal place of business at Unit 910, 9/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.
8. Any alteration made to this form of proxy must be initialled by the person who signs it.