



SIEM INDUSTRIES

SIEM INDUSTRIES INC.

P.O. BOX 10718, HARBOUR PLACE - 5TH FLOOR
103 SOUTH CHURCH STREET, GEORGE TOWN
GRAND CAYMAN KY1-1006, CAYMAN ISLANDS
TELEPHONE NO.: +1.345.949.1030
TELEFAX NO.: +1.345.946.3342

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD AT 11:00AM, TUESDAY, 8 JULY 2008

To the Shareholders of SIEM INDUSTRIES INC.:

Notice is hereby given that the Annual General Meeting of Shareholders of Siem Industries Inc. (the "Company") will be held at 11:00am local time on Tuesday, 8 July 2008, at the Company's office located at Harbour Place-5th Floor, 103 South Church Street, George Town, Grand Cayman, Cayman Islands. The purpose of the meeting will be to:

1. Approve the Company's consolidated financial statements for the fiscal year ended 31 December 2007 as included in the 2007 Annual Report;
2. Approve the appointment of PricewaterhouseCoopers as auditors for the Company for the fiscal period ending 31 December 2008;
3. Transact such other business as may properly come before the meeting.

The Board of Directors has fixed the close of business on 6 June 2008 as the record date for the determination of shareholders entitled to notice of and to vote at the Annual General Meeting and any adjournments thereof.

If you do not plan to attend the meeting, we request that shareholders complete, date, sign and deliver the enclosed form of proxy either: (1) by telefax to the Company's Secretary at telefax no. +1.713.224.1165 or (2) by mail to either the Company's President at P.O. Box 10718, George Town, Grand Cayman KY1-1006, CAYMAN ISLANDS or the Company's Registrar at American Stock Transfer & Trust Company, 59 Maiden Lane, Plaza Level, New York, New York 10273-0923.

By order of the Board of Directors of
SIEM INDUSTRIES INC.

/s/ Michael Delouche

Michael Delouche, Secretary
10 June 2008

PLEASE COMPLETE, SIGN, DATE AND MAIL OR TELEFAX THE ENCLOSED PROXY

SIEM INDUSTRIES INC.
P.O. BOX 10718, HARBOUR PLACE - 5TH FLOOR, 103 SOUTH CHURCH STREET
GEORGE TOWN, GRAND CAYMAN KY1-1006, CAYMAN ISLANDS

PROXY STATEMENT

ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD TUESDAY, 8 JULY 2008

GENERAL

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of Siem Industries Inc., a Cayman Islands corporation (the "Company"), of proxies for the Annual General Meeting of Shareholders of the Company to be held at 11:00am, Tuesday, 8 July 2008 (the "Annual Meeting") and at any adjournments thereof. This proxy statement and the enclosed form of proxy are first being mailed to shareholders on or about 10 June 2007. As of the date of record, 6 June 2006, the Company had 15,529,927 Common Shares issued and outstanding and each Common Share is entitled to one vote.

PROXIES

Properly completed and signed proxies that are received prior to the Annual Meeting will be voted in accordance with the instructions of the persons executing the proxy. In the absence of such instructions, the proxies will be voted "FOR" the election of the Board of Directors' nominees as directors and "FOR" approval of the appointment of PricewaterhouseCoopers as auditors for the Company for fiscal year 2007.

Any shareholder signing and returning a proxy may revoke it at any time prior to its being voted by filing a written revocation with the Secretary of the Company, by filing a duly executed proxy bearing a later date or by voting in person at the meeting.

Management knows of no business that will be presented to the meeting other than as set forth in the proxy statement. If any other matter properly comes before the meeting, the persons named as proxies will vote on such matter in their discretion.

SHARE OWNERSHIP

The following table sets forth certain information, as of 6 June 2008, with respect to the only persons known to the Company who owned beneficially more than ten percent of the Company's common shares, US\$0.25 par value per share (Common Shares), its only outstanding equity securities, and the Common Shares owned by other officers and directors of the Company, as a group:

<i>Name of Beneficial Owners or Identity of Group</i>	<i>Shares Beneficially Owned</i>	<i>Percentage of Common Shares</i>
Sero Trust (1)	8,755,638	56.4%
Kristian Siem (2)	1,878,356	12.1%
Other Officers and Directors as a Group	101,671	0.7%

(1) *The Sero Trust, whose potential beneficiaries include the mother and certain of the brothers of Mr. Kristian Siem, Chairman of the Company, is the beneficial owner of the Common Shares through its wholly-owned subsidiary, Elderberry Holdings Limited, which is the direct owner of the Common Shares. The trustee for the Sero Trust holds voting and dispositive power over its shareholding.*

(2) *Mr. Siem directly owns 1,878,356 Common Shares, or approximately 12.1% of the Common Shares. The Ores Trust is the beneficial owner of 1,352,432 Common Shares, or approximately 8.7% of the Common Shares, through its wholly-owned subsidiary, Siem Holding Inc., which is the direct owner of the Common Shares. Mr. Siem and his wife and children are potential beneficiaries of the Ores Trust. Each of Mr. Siem and the trustee for the Ores Trust hold separate voting and dispositive powers over their respective shareholdings.*

PROPOSAL 1. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED 31 DECEMBER 2007

The Board of Directors proposes that the shareholders approve the Company's consolidated financial statements for the fiscal year ended 31 December 2007 as included in the 2007 Annual Report.

PROPOSAL 2. APPROVAL OF APPOINTMENT OF AUDITORS

The Board of Directors proposes that the shareholders approve its appointment of PricewaterhouseCoopers as auditors of the Company for the reporting year ending 31 December 2007. Representatives of PricewaterhouseCoopers are expected to be available at the Annual Meeting. They will have an opportunity to address the meeting if they so desire and are expected to respond to appropriate questions.

DIRECTORS WITH CONTINUING TERMS

The Company's Board of Directors is divided into three classes. Each Director holds office for a three-year term and until a successor has been elected and qualified. None of the four current Directors has his term expiring at the Annual General Meeting.

<i>Directors Continuing In Office</i>	<i>Age</i>	<i>Director Since</i>	<i>Term Expiring</i>	<i>Principal Occupation or Employment</i>
M.D. Moross	77	1995	2009	Private investor and the father-in-law of Kristian Siem.
Kristian Siem	59	1982	2010	Chairman of the Company, Chairman of Subsea 7 Inc., Siem Offshore Inc. and Siem Capital AB and a director on the Boards of STAR Reefers Inc., Transocean Inc. and North Atlantic Small Companies Investment Trust plc.
Barry W. Ridings	56	1993	2010	Managing director and the vice chairman of U.S. Investment Banking for Lazard Frères & Co. and also chairman of LFCM Holdings which includes the operations of Lazard Capital Markets and Lazard Alternative Investments.
Ivar Siem	62	2007	2010	Chairman and chief executive office of Blue Dolphin Energy Company and chairman and president of Drillmar, Inc. He is the brother of Kristian Siem.

COMMITTEES OF THE BOARD

The Audit Committee, with Messrs. Moross and Ridings as members, reviews the relationship of the Company with its independent auditors and the details of its bookkeeping and finances. The Compensation Committee, with Messrs. Ridings and Moross as members, reviews and establishes the compensation program, of whatever form, for officers, directors and employees of the Company.

EXECUTIVE OFFICERS

The executive officers are appointed by and serve at the pleasure of the Board of Directors. The normal procedure is for the Board of Directors to convene a meeting immediately following the Annual General Meeting of Shareholders at which time the appointments to the individual offices are proposed and confirmed.

<i>Name</i>	<i>Office</i>	<i>Officer Since</i>
Michael Delouche	President and Secretary	1991

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Company receives management, consulting and advisory services from certain individuals who are seconded to the Company under the MSA and a separate management agreement as previously noted.

The Company's Chairman holds an option to purchase the property housing the offices of Siem Kapital AS, a wholly-owned subsidiary, which is located in Oslo, Norway. The option provides for a one-year period commencing on the date that Mr. Siem is no longer an officer or director with the Company or any of its subsidiaries during which time he can purchase the property at the price paid by Siem Kapital. This option is subject to review by the Compensation Committee.

ADDITIONAL INFORMATION

OFFICE

The Company's registered office is located at c/o Maples and Calder, South Church Street, Grand Cayman, Cayman Islands, British West Indies. The Company's principal executive office and mailing addresses are P.O. Box 10718, Harbour Place - 5th Floor, 103 South Church Street, George Town, Grand Cayman KY1-1006, CAYMAN ISLANDS, telephone no. +1.345.949.1030 and telefax no. +1.345.946.3342. Siem Kapital AS owns its office facility which is located at Jerpefaret 12, Voksenlia, N-0788 Oslo, Norway.

MEETINGS

For the year ended 31 December 2007, the Board of Directors conducted 5 meetings.

EXPENSES OF SOLICITATION

The cost of soliciting proxies, including reimbursement of expenses incurred by brokers, custodians, nominees and fiduciaries who may mail solicitation material to their principals, will be borne by the Company. The solicitation is being made by use of the mails, but also may be made by telephone and personal contact by employees of the Company.

ANNUAL REPORT

The Annual Report of the Company for the year ended 31 December 2007 is enclosed.

Selected financial data for the fiscal years ended 31 December 2007 and 2006, Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal years ended 31 December 2007 and 2006 and the Consolidated Financial Statements of the Company, all of which are included in the Annual Report of the Company, are incorporated herein by reference.

SHAREHOLDER PROPOSALS FOR MEETING OF SHAREHOLDERS FOR FISCAL YEAR ENDED 31 DECEMBER 2008

Shareholders may present proposals for inclusion in the Company's proxy statement and for consideration at the next Annual General Meeting of Shareholders by submitting their proposals to the Company in a proper form and timely manner. In order to be considered for the meeting following the conclusion of fiscal year 2008, shareholder proposals must be received by the Company at its Cayman Islands office by 27 March 2009.

If you do not plan to attend the meeting, we request that shareholders complete, date, sign and deliver the enclosed form of proxy either: (1) by telefax to the Company's Secretary at telefax nos. +1.345.946.3342 or (2) by mail to either of the Company's President at P.O. Box 10718, George Town, Grand Cayman KY1-1006, CAYMAN ISLANDS or to the Company's Registrar at American Stock Transfer & Trust Company, 59 Maiden Lane, Plaza Level, New York, New York 10273-0923, USA.

By order of the Board of Directors,

/s/ Michael Delouche

Michael Delouche, Secretary
10 June 2008