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**中船海洋与防务装备股份有限公司**

CSSC OFFSHORE & MARINE ENGINEERING (GROUP) COMPANY LIMITED

*(a joint stock company with limited liability incorporated in the People's Republic of China)*

**(H Shares Stock Code: 00317)**

## **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING OF 2019**

Reference is made to the notice (the “**Original AGM Notice**”) of the annual general meeting of 2019 of CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) dated 27 April 2020. The annual general meeting of 2019 of the Company will be held at the Conference Room of the Company, 15/F, Marine Tower, 137 Gexin Road, Haizhu District, Guangzhou, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Friday, 12 June 2020 (or any adjournment thereof) (the “**AGM**”).

On 22 May 2020, the Company received requisition from China State Shipbuilding Corporation Limited, the controlling shareholder of the Company which holds directly and indirectly 59.97% of the shares of the Company, regarding the additional resolution on the appointment of the auditor of the financial report of the Company for 2020 (the “**Proposed New Resolution**”).

Pursuant to the articles of association of the Company and the relevant requirements under the Company Law of the PRC which stipulates that “shareholder(s) individually or in aggregate holding more than 5% of the shares of the Company shall have the right to propose additional resolution(s) prior to the general meeting”, the Company will submit the Proposed New Resolution as an ordinary resolution for shareholders’ consideration and approval at the AGM.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM, which will be held on the same date, at the same time and at the same place as originally scheduled in the Original AGM Notice, will consider and, if thought fit, pass the following extempore proposal as an ordinary resolution in addition to the resolutions set out in the Original AGM Notice:

### **ORDINARY RESOLUTION**

7. To consider and approve the resolution on the appointment of the auditor of the financial report of the Company for 2020 (*Note 1*).

By order of the Board

**CSSC Offshore & Marine Engineering (Group) Company Limited**

**Li Zhidong**

*Company Secretary*

Guangzhou, 22 May 2020

*As at the date of this announcement, the Board comprises eleven Directors, namely executive Directors Mr. Han Guangde, Mr. Chen Zhongqian, Mr. Chen Liping, Mr. Sheng Jigang, Mr. Xiang Huiming and Mr. Chen Ji, non-executive Directors Mr. Shi Jun and independent non-executive Directors Mr. Wang Yichu, Mr. Min Weiguo, Mr. Liu Renhuai and Mr. Yu Shiyou.*

*Notes:*

1. The Company proposes to continue to appoint WUYIGE Certified Public Accountants LLP (“WUYIGE”) as the Company’s domestic and overseas auditors for 2020 for a term of one year. The proposed total remuneration for appointing WUYIGE as the Company’s domestic and overseas auditors for 2020 is RMB1,510,000 annually (including tax), of which the fee for auditing the financial statements is RMB1,210,000 annually and the audit fee for the internal control is RMB300,000 annually.
2. Save for the inclusion of the proposed new ordinary resolution, there are no other changes to the resolutions set out in the Original AGM Notice. For details of the resolutions to be considered at the AGM and other relevant matters, please refer to the announcement of the Company dated 27 April 2020 published on the website of The Stock Exchange of Hong Kong Limited and the website of the Company.
3. Since the proxy form for the AGM enclosed with the Original AGM Notice dated 27 April 2020 (the “**First Proxy Form**”) does not contain the additional resolution set out in this supplemental notice, a new proxy form (the “**Revised Proxy Form**”) has been prepared and is enclosed with this supplemental notice.
4. The Revised Proxy Form for use at the AGM is enclosed and published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([comec.cssc.net.cn](http://comec.cssc.net.cn)). Whether or not you propose to attend the AGM, you are requested to complete the accompanying Revised Proxy Form in accordance with the instructions printed thereon and return the same 24 hours before the time for holding the AGM (i.e. before 10:00 a.m. on 11 June 2020) (the “**Closing Time**”) or any adjournment thereof (as the case maybe).
5. Attention: A shareholder who has lodged the First Proxy Form with the Company or the Company’s H share registrar should note that:
  - (1) the completed Revised Proxy Form will be treated as the valid proxy form lodged by such shareholder.
  - (2) if such shareholder fails to lodge the Revised Proxy Form with the Company or the Company’s H share registrar, Hong Kong Registrars Limited, the lodged First Proxy Form, if duly completed, will remain effective and applicable to the extent permissible. For the additional resolution not set out in the First Proxy Form, the proxy appointed under the First Proxy Form shall have the right to vote at his/her discretion if no relevant instruction is received.
  - (3) any Revised Proxy Form which is lodged with the Company or the Company’s H share registrar after the Closing Time shall be invalid. Any vote that may be cast by the purported proxy/proxies (whether appointed under the First Proxy Form or the Revised Proxy Form) will not be counted in any poll taken on a proposed resolution. Accordingly, shareholders are advised to lodge the Revised Proxy Form before the Closing Time.
6. Shareholders are reminded that completion and return of the Revised Proxy Form will not preclude them from attending and voting in person at the Annual General Meeting of 2019 or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Shareholders are reminded to refer to other notes contained in the Original AGM Notice.
8. Unless otherwise stated, capitalized terms used herein shall have the same meanings as defined in the announcement of the Company dated 27 April 2020.