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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)

**NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2020
TO BE CONVENED ON FRIDAY, 23 OCTOBER 2020
AND CLOSURE OF REGISTERS OF MEMBERS**

NOTICE IS HEREBY GIVEN that the third extraordinary general meeting of 2020 (the “**EGM**”) of CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) will be held at Conference Room, 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, 23 October 2020, at which the following matters will be proposed for consideration:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution in relation to the formulation of the Management Rules for the Remuneration of the Tenth Session of Directors, Supervisors and Senior Management of the Company (*note 1*)
- 2.00 To consider and approve the resolutions in relation to the election of directors of the Company (cumulative voting resolutions)
 - 2.01 To consider and approve the resolution in relation to the election of Mr. Han Guangde as an executive director of the Company (*note 1*)
 - 2.02 To consider and approve the resolution in relation to the election of Mr. Chen Liping as an executive director of the Company (*note 1*)
 - 2.03 To consider and approve the resolution in relation to the election of Mr. Sheng Jigang as an executive director of the Company (*note 1*)
 - 2.04 To consider and approve the resolution in relation to the election of Mr. Xiang Huiming as an executive director of the Company (*note 1*)
 - 2.05 To consider and approve the resolution in relation to the election of Mr. Chen Zhongqian as a non-executive director of the Company (*note 1*)

- 2.06 To consider and approve the resolution in relation to the election of Mr. Chen Ji as a non-executive director of the Company (*note 1*)
- 2.07 To consider and approve the resolution in relation to the election of Mr. Gu Yuan as a non-executive director of the Company (*note 1*)
- 3.00 To consider and approve the resolutions in relation to the election of independent non-executive directors of the Company (cumulative voting resolutions)
 - 3.01 To consider and approve the resolution in relation to the election of Mr. Yu Shiyou as an independent non-executive director of the Company (*note 1*)
 - 3.02 To consider and approve the resolution in relation to the election of Mr. Lin Bin as an independent non-executive director of the Company (*note 1*)
 - 3.03 To consider and approve the resolution in relation to the election of Mr. Nie Wei as an independent non-executive director of the Company (*note 1*)
 - 3.04 To consider and approve the resolution in relation to the election of Mr. Li Zhijian as an independent non-executive director of the Company (*note 1*)
- 4.00 To consider and approve the resolutions in relation to the election of supervisors of the Company (cumulative voting resolutions)
 - 4.01 To consider and approve the resolution in relation to the election of Mr. Chen Shuofan as a supervisor of the Company (*note 1*)
 - 4.02 To consider and approve the resolution in relation to the election of Ms. Chen Shu as a supervisor of the Company (*note 1*)
 - 4.03 To consider and approve the resolution in relation to the election of Mr. Zhu Weibin as a supervisor of the Company (*note 1*)

In order to determine the shareholders of overseas listed foreign shares (“H Shares”) entitled to attend the EGM, the register of members of Shares of the Company will be closed from 23 September 2020 to 23 October 2020 (both days inclusive). Holders of H Shares who have lodged the duly completed transfer documents accompanied by the relevant share certificates with the Company’s H share registrar, Hong Kong Registrars Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong by 4:30 p.m. on 22 September 2020, the transferee but not the transferor shall be regarded as holder of the relevant H Shares and will be entitled to attend and vote at the EGM.

By order of the Board
CSSC Offshore & Marine Engineering (Group) Company Limited
Li Zhidong
Company Secretary

Guangzhou, 28 August, 2020

As at the date of this notice, 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 Director Mr. Shi Jun and independent non-executive Directors Mr. Wang Yichu, Mr. Min Weiguo, Mr. Liu Renhuai and Mr. Yu Shiyou.

Notes:

1. For details of the related resolutions, please refer to the announcement of the Company dated 28 August 2020 and a circular to be published by the Company.
2. Shareholders who intend to attend the EGM are requested to send a written reply, whether in person, by post, by cable or by fax to the Company (contact address: 15th Floor, Marine Tower, No.137 Gexin Road, Haizhu District, Guangzhou, the PRC) at least 20 days on or before the EGM (i.e. 2 October 2020). Completion and return of such written reply will not preclude the shareholders who are entitled from attending the EGM.
3. Any shareholder who is entitled to attend and vote at the EGM has the right to appoint one or more proxies to do so on behalf of himself, and the proxy need not be a shareholder of the Company. In order to ensure validity, a completed proxy form and other authorization documents (if any) must be delivered to the registered office of the Company not less than 24 hours before the time scheduled for the holding of the EGM. Holders of H shares must deliver completed proxy forms and other authorization documents (if any) to the Company’s H share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the proxy form will not preclude the shareholders from attending and voting in person at EGM should they so wish.
4. All resolutions at the EGM will be voted on by poll.
5. Shareholders and proxies must show their identification documents when attending the EGM.
6. The EGM will last for half a day. Shareholders and proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.

7. The contact address of the Company is at the Board of Directors' Office of CSSC Offshore & Marine Engineering (Group) Company Limited at 15/F Marine Tower, 137 Gexin Road, Haizhu District, Guangzhou, the PRC.

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