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*(A joint stock limited liability company incorporated in the People's Republic of China)*  
**(Stock Code: 00317)**

## **POLL RESULTS OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022**

The Board is pleased to announce that the Second EGM of 2022 was held on 16 December 2022 and all the resolutions set out in the EGM Notice were duly passed by the Shareholders.

Reference is made to the notice (the “**EGM Notice**”) of CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) dated 28 October 2022 and the circular of the Company dated 1 December 2022 (the “**Circular**”) in relation to the second extraordinary general meeting of 2022 of the Company (the “**Second EGM of 2022**” or “**Meeting**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those used in the Circular.

The Board is pleased to announce that the Second EGM of 2022 was held at the conference room of the Company at 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, the PRC at 10:30 a.m. on 16 December 2022. The resolutions set out in the EGM Notice were duly passed by poll by the attending Shareholders and proxies.

The Second EGM of 2022 was convened by the Board. In accordance with the relevant provisions of the Articles of Association, the Meeting was presided over by Mr. Chen Liping, an executive Director and general manager of the Company, jointly elected by more than half of the Directors. The convening, holding and the voting method of the Second EGM of 2022 were in compliance with the requirements of the Company Law of the People's Republic of China (the “**Company Law**”), the Hong Kong Listing Rules and the Articles of Association.

8 out of the 10 existing Directors attended the Meeting, while Mr. Chen Zhongqian and Mr. Chen Ji did not attend the Meeting due to work reasons;

5 out of the 5 existing supervisors of the Company (the “**Supervisors**”) attended the Meeting;

Mr. Li Zhidong, the secretary to the Board and the company secretary of the Company, attended the Meeting. Mr. Hou Zengquan, the chief financial officer of the Company, was present at the Meeting.

For reasons owing to the pandemic etc., some of the Directors and Supervisors attended the Meeting by way of video conference.

## VOTING RESULTS AT THE SECOND EGM OF 2022

### Attendance at the Second EGM of 2022

A total of 19 Shareholders and their proxies, representing 848,434,079 Shares, attended the Second EGM of 2022 in person and by online voting, details of which are set out below:

1. Number of Shareholders and proxies who attended the Meeting (persons)	19
Of which: Number of holders of A Shares	18
Number of holders of overseas listed foreign Shares (H Shares)	1
2. Total number of Shares carrying voting rights held by the Shareholders who attended the Meeting (Shares)	848,434,079
Of which: Total number of Shares held by holders of A Shares	502,493,189
Total number of Shares held by holders of overseas listed foreign Shares (H Shares)	345,940,890
3. Number of Shares carrying voting rights held by the Shareholders who attended the Meeting as a percentage of the total number of Shares carrying voting rights (%)	60.02
Of which: Percentage of Shares held by holders of A Shares relative to the total number of Shares (%)	35.55
Percentage of the Shares held by holders of overseas listed foreign Shares (H Shares) relative to the total number of Shares (%)	24.47

As at the date of the Second EGM of 2022, the total number of issued Shares was 1,413,506,378 Shares. As disclosed in the Circular, CSSC and its associates, namely China Shipbuilding Group and CSSC International Holding Company Limited, held 827,278,590 Shares (including 481,337,700 A Shares and 345,940,890 H Shares) in total, representing approximately 58.52% of the issued Shares of the Company. As CSSC was a controlling Shareholder of the Company, CSSC and its associates were required to abstain and had abstained from voting on the ordinary resolutions No. 1 and 2 set out in the EGM Notice at the Second EGM of 2022.

Save as disclosed above, (i) no Shareholders had stated their intention in the Circular to vote against or abstain from voting on the resolutions at the Second EGM of 2022; (ii) there were no Shares entitling the holders to attend but requiring them to abstain from voting in favour as set out in Rule 13.40 of the Hong Kong Listing Rules; (iii) no Shareholder was required to abstain from voting on the resolutions proposed at the Second EGM of 2022; and (iv) there was no restriction on any Shareholder to cast vote on the resolutions.

Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against or abstain from voting on the ordinary resolutions No. 1 and 2 set out in the EGM Notice at the Second EGM of 2022 was 586,227,788 Shares, and the total number of Shares entitling the Shareholders to attend and vote for or against or abstain from voting on the ordinary resolution No. 3 set out in the EGM Notice at the Second EGM of 2022 was 1,413,506,378 Shares.

### Consideration of the resolutions at the Second EGM of 2022

As considered by Shareholders and their respective proxies attending the Second EGM of 2022, relevant resolutions were voted by way of a combination of on-site voting and online voting. The voting results of the Second EGM of 2022 were set out as follows:

Resolution No.	Details of resolution	Type of votes	For		Against		Abstain		Whether or not passed
			Number	%	Number	%	Number	%	
<b>Ordinary Resolutions</b>									
1	To consider and approve the resolution on the signing of the 2023 Continuing Connected Transactions Framework Agreement between the Company and China State Shipbuilding Corporation	A Shareholders	21,145,889	99.9546	9,600	0.0454	-	-	Passed
		H Shareholders	-	-	-	-	-	-	
		All Shareholders	21,145,889	99.9546	9,600	0.0454	-	-	
2	To consider and approve the resolution on the signing of the 2023 Financial Services Framework Agreement between the Company and CSSC Finance Company Limited	A Shareholders	21,145,889	99.9546	9,600	0.0454	-	-	Passed
		H Shareholders	-	-	-	-	-	-	
		All Shareholders	21,145,889	99.9546	9,600	0.0454	-	-	
3	To consider and approve the resolution on increasing the guarantee amount for 2022 by a subsidiary	A Shareholders	502,480,589	99.9975	12,600	0.0025	-	-	Passed
		H Shareholders	345,940,890	100	-	-	-	-	
		All Shareholders	848,421,479	99.9985	12,600	0.0015	-	-	

In accordance with the relevant provisions of the Company Law and the Articles of Association, the above ordinary resolutions were all duly passed by more than half of the total number of Shares carrying voting rights held by those who attended the Second EGM of 2022 in person or by proxies. Further, in the announcement of the Company dated 28 October 2022 in relation to the 2023 Financial Services Framework Agreement, the historical amount of maximum outstanding daily balance on the Deposits for the nine months ended 30 September 2022 was disclosed as RMB619,194 million, which was a typographical error. The Company confirms that the historical amount of maximum outstanding daily balance on the Deposits for the nine months ended 30 September 2022 was RMB6,191.94 million and did not exceed its annual cap. Please refer to the Circular for further details.

## **SCRUTINEERS**

Ms. Liu Yafang of BDO China Shu Lun Pan Certified Public Accountants LLP, the auditor of the Company, Mr. Yu Yi and Ms. Shi Lina, being the authorized shareholder representatives of the Company, and Ms. Chen Shu, being a Supervisor, were appointed as the scrutineers at the Meeting for the purpose of vote-taking.

## **WITNESS OF LAWYERS**

The Second EGM of 2022 was attended and witnessed by Mr. Li Jiaxuan and Mr. Shao Songhua, lawyers from Guangdong Jingguo Law Firm who had issued the legal opinion. The witnessing lawyers were of the opinion that: the convening and procedures, the qualifications of the convener, the qualifications of the attendees, the voting process and the voting results of the Second EGM of 2022 conformed to the requirements of the relevant laws, regulations, normative documents and the Articles of Association. The resolutions passed at the Meeting were lawful and valid.

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

Guangzhou, 16 December 2022

*As at the date of this announcement, the Board comprises ten Directors, namely executive Directors Mr. Chen Liping and Mr. Xiang Huiming, non-executive Directors Mr. Chen Zhongqian, Mr. Chen Ji, Mr. Gu Yuan and Mr. Ren Kaijiang and independent non-executive Directors Mr. Yu Shiyong, Mr. Lin Bin, Mr. Nie Wei and Mr. Li Zhijian.*