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

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

## **POLL RESULTS OF THE ANNUAL GENERAL MEETING OF 2024; AND THE 2024 FINAL DIVIDEND**

The Board is pleased to announce that the 2024 AGM was held on 27 May 2025, and the resolutions set out in the Notice of 2024 AGM were duly passed by the Shareholders and proxies.

References are made to the circular (the “**Circular**”) of CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) dated 30 April 2025 and the notice regarding the convening of the annual general meeting of 2024 of the Company (the “**Notice of 2024 AGM**”) in relation to the annual general meeting of 2024 of the Company (the “**2024 AGM**” or the “**Meeting**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the 2024 AGM 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 27 May 2025. All of the resolutions set out in the Notice of 2024 AGM were duly passed by poll by attending Shareholders and proxies.

The 2024 AGM 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 the general manager, jointly elected by more than half of the Directors. The convening, holding and the voting method of the 2024 AGM 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.

7 out of the 8 existing Directors attended the Meeting, while Mr. Gu Yuan, being a non-executive Director, did not attend the Meeting due to work reasons;

4 out of the 5 existing supervisors of the Company (the “**Supervisors**”) attended the Meeting, while Mr. Zhang Xinglin, being an employee supervisor, did not attend the Meeting due to work reasons; and

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.

Some of the Directors of the Company attended the Meeting by way of video conference.

## **POLL RESULTS OF THE ANNUAL GENERAL MEETING OF 2024**

### **Attendance at the 2024 AGM**

A total of 482 Shareholders and their proxies, representing 809,795,161 Shares, attended the 2024 AGM in person and by online voting, details of which are set out below:

1. Number of Shareholders and proxies who attended the Meeting (persons)	482
Of which: Number of Shareholders of A Shares	481
Number of Shareholders 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)	809,795,161
Of which: Total number of Shares held by Shareholders of A Shares	486,693,471
Total number of Shares held by Shareholders of overseas listed foreign Shares (H Shares)	323,101,690
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 (%)	57.29
Of which: Percentage of Shares held by Shareholders of A Shares relative to the total number of shares (%)	34.43
Percentage of the Shares held by Shareholders of overseas listed foreign Shares (H Shares) to the total number of Shares (%)	22.86

As at the date of the 2024 AGM, the total number of issued Shares of the Company was 1,413,506,378 Shares, being the total number of Shares entitling the holders thereof to attend the 2024 AGM and vote for or against or abstain from voting on the resolutions at the 2024 AGM. As at the date of the 2024 AGM, (i) no Shareholders had stated their intention in the Circular to vote against or abstain from voting on the resolutions at the 2024 AGM; (ii) there were no Shares entitling the holders to attend but requiring them to abstain from voting in favour of the resolutions at the 2024 AGM 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 at the 2024 AGM; and (iv) there was no restriction for any Shareholders on casting votes for any of the resolutions at the 2024 AGM.

## Consideration of the resolutions at the 2024 AGM

As considered by the Shareholders and their respective proxies attending the 2024 AGM, relevant resolutions were voted by way of a combination of on-site voting and online voting.

The voting results of the 2024 AGM were set out as follows:

Resolution No.	Details of resolution	Type of votes	For		Against		Abstain		Whether or not passed
			Number	%	Number	%	Number	%	
Ordinary Resolutions									
1	To consider and approve the Report of the Board of Directors for 2024	A Shareholders	486,459,010	99.9518	146,000	0.0300	88,461	0.0182	Passed
		H Shareholders	323,101,690	100	–	–	–	–	Passed
		All Shareholders	809,560,700	99.9710	146,000	0.0180	88,461	0.0109	Passed
2	To consider and approve the Report of the Supervisory Committee for 2024	A Shareholders	486,448,010	99.9496	150,000	0.0308	95,461	0.0196	Passed
		H Shareholders	323,101,690	100	–	–	–	–	Passed
		All Shareholders	809,549,700	99.9697	150,000	0.0185	95,461	0.0118	Passed
3	To consider and approve the 2024 Annual Report (including the financial statements for 2024)	A Shareholders	486,453,910	99.9508	148,700	0.0306	90,861	0.0187	Passed
		H Shareholders	323,101,690	100	–	–	–	–	Passed
		All Shareholders	809,555,600	99.9704	148,700	0.0184	90,861	0.0112	Passed
4	To consider and approve the Profit Distribution Proposal for 2024	A Shareholders	486,419,510	99.9437	173,200	0.0356	100,761	0.0207	Passed
		H Shareholders	322,793,690	99.9047	–	–	308,000	0.0953	Passed
		All Shareholders	809,213,200	99.9281	173,200	0.0214	408,761	0.0505	Passed
5	To consider and approve the Resolution on the Interim Dividend Arrangements for 2025	A Shareholders	486,444,710	99.9489	173,500	0.0356	75,261	0.0155	Passed
		H Shareholders	322,793,690	99.9047	–	–	308,000	0.0953	Passed
		All Shareholders	809,238,400	99.9312	173,500	0.0214	383,261	0.0473	Passed
6	To consider and approve the Resolution on the Framework for the Guarantee Proposed to be Provided by the Subsidiaries for 2025 and its Amounts	A Shareholders	486,370,130	99.9336	192,180	0.0395	131,161	0.0269	Passed
		H Shareholders	323,101,690	100	–	–	–	–	Passed
		All Shareholders	809,471,820	99.9601	192,180	0.0237	131,161	0.0162	Passed
7	To consider and approve the Resolution on the Commencement of Foreign Exchange Derivatives Transactions in 2025	A Shareholders	486,407,110	99.9412	193,500	0.0398	92,861	0.0191	Passed
		H Shareholders	323,101,690	100	–	–	–	–	Passed
		All Shareholders	809,508,800	99.9646	193,500	0.0239	92,861	0.0115	Passed

In accordance with the relevant provisions of the Company Law and the Articles of Association, the above ordinary resolutions were duly passed by more than half of the total number of Shares carrying voting rights held by those who attended the 2024 AGM in person or by proxies.

## **SCRUTINEERS**

Ms. Zheng Jie of BDO China Shu Lun Pan Certified Public Accountants LLP, the auditor of the Company, Mr. Xu Tao and Mr. Guan Qi, each being a Shareholder and a Shareholder representative 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 2024 AGM was attended and witnessed by Ms. Xu Lin and Ms. Huang Haiyan, lawyers from Beijing Yingke Law Firm Guangzhou Office who have issued the legal opinion. The witnessing lawyers were of the opinion that: the convening and procedures, the qualifications of the convener and the attendees and the voting process of the 2024 AGM conformed to the requirements of the relevant laws, regulations, normative documents and the Articles of Association. The voting results were lawful and valid.

## **THE 2024 FINAL DIVIDEND**

The Company will distribute the 2024 final dividend of RMB0.70 (tax inclusive) per 10 Shares based on the total share capital of the Company of 1,413,506,378 Shares. The Company will distribute the 2024 final dividend totaling RMB98,945,446.46 (tax inclusive).

## **CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE**

In order to qualify Shareholders for the 2024 final dividend, the register of members of the Company will be closed from 3 June 2025 to 6 June 2025 (both days inclusive), during which period no transfer of Shares will be registered. All completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on 2 June 2025. Shareholders whose names appear on the register of members of the Company on 6 June 2025, being the record date for H Shares (the "**Record Date**"), are entitled to receive the final dividend in cash for the year ended 31 December 2024.

Dividends payable to the H Shareholders shall be paid in Hong Kong dollars. The amount of Hong Kong dollars payable shall be calculated on the basis of the average benchmark exchange rate for RMB to HKD as announced by The People's Bank of China for the five trading days prior to the 2024 AGM, i.e. at a rate of HKD1 to RMB0.91847. Accordingly, the 2024 final dividend will be paid to the H Shareholders at an amount of HKD0.762137 per 10 Shares (tax inclusive).

The Company will appoint Bank of China (Hong Kong) Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay to such Receiving Agent the final dividend declared for payment to H Shareholders. The Receiving Agent will pay the final dividend on Friday, 18 July 2025. Relevant cheques will be despatched on the same day to H Shareholders entitled to receive such dividends by ordinary post and at the risk of Shareholders.

## **WITHHOLDING AND PAYMENT OF CORPORATE INCOME TAX FOR NON-RESIDENT ENTERPRISE SHAREHOLDERS**

According to the Corporate Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法》) and the relevant implementing rules which came into effect on 1 January 2008, the Company is required to withhold and pay corporate income tax at the rate of 10% before distributing dividends to non-resident enterprise Shareholders whose names appear on the register of H Shareholders of the Company. Any H Shares registered in the name of non-individual H Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise Shareholders and therefore the dividends will be subject to the withholding and payment of corporate income tax. Should any H Shareholder wish to change its Shareholder status, please consult your agent or trust institution over the relevant procedure. The Company will withhold and pay the corporate income tax strictly in accordance with the relevant laws or requirements of the relevant governmental departments and strictly based on what has been registered on the Company’s register of H Shareholders on the Record Date.

## **WITHHOLDING AND PAYMENT OF INDIVIDUAL INCOME TAX FOR INDIVIDUAL FOREIGN SHAREHOLDERS**

According to the regulation promulgated by the State Administration of Taxation of the People’s Republic of China (Guo Shui Han [2011] No. 348), the Company is required to withhold and pay the individual income tax for its individual H Shareholders (the “**Individual H Shareholder(s)**”) and the Individual H Shareholders are entitled to the relevant tax preferential treatments according to the tax agreements between those countries where the Individual H Shareholders are residents and the PRC and the provisions in respect of tax arrangements between Chinese Mainland and Hong Kong (Macau). The Company would withhold and pay the individual income tax at the tax rate of 10% on behalf of the Individual H Shareholders who are Hong Kong residents, Macau residents or residents of those countries having agreements with the PRC for individual income tax rate in respect of dividends of 10%. For Individual H Shareholders who are residents of those countries having agreements with the PRC for individual income tax rates lower than 10% in respect of a dividend, the Company would make applications on their behalf to seek entitlement of the relevant agreed preferential treatments under Measures for the Administration of Non-Resident Taxpayers' Enjoyment of the Treatment under Tax Agreements (Announcement No. 35 of the State Taxation Administration (2019)) (《非居民納稅人享受稅收協議待遇管理辦法》(國家稅務總局公告2019年第35號)) if such Shareholders claim refund of the amount in excess of the individual income tax payable under the tax agreements, provided that the relevant Shareholders shall submit the relevant documents and data in accordance with the requirements of the relevant tax agreements in a timely manner and provide

supplemental information on their entitlements of treatments under the relevant agreements. The Company would assist with the refund of the paid amount in excess of the tax paid and payable under the tax agreements subject to approval of the competent tax authority. For Individual H Shareholders who are residents of those countries having agreements with the PRC for individual income tax rates in respect of a dividend higher than 10% but lower than 20%, the Company would withhold the individual income tax at the agreed effective tax rate. For Individual H Shareholders who are residents of those countries without any taxation agreements with the PRC or having agreements with the PRC for individual income tax in respect of a dividend of 20% and other circumstances, the Company would withhold the individual income tax at the tax rate of 20%.

The Company will determine the country of domicile of an Individual H Shareholder based on the registered address as recorded in the register of members of the Company and will accordingly withhold and pay the individual income tax. The Company shall not entertain any claims or be held liable for any disputes arising from the late determination or inaccuracy of the status of the Shareholders in relation to the withholding and payment of tax.

## **PROFIT DISTRIBUTION TO INVESTORS OF NORTHBOUND TRADING**

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A shares of the Company listed on the Shanghai Stock Exchange (“**Northbound Trading**”), their dividends will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominees holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate which is lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded. The record date and the date of distribution of dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A shares.

## **PROFIT DISTRIBUTION TO INVESTORS OF SOUTHBOUND TRADING**

For investors of the Shanghai Stock Exchange (including enterprises and individuals) and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H shares of the Company listed on the Hong Kong Stock Exchange (“**Southbound Trading**”), the Company has entered into the “Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading” (港股通H股股票現金紅利派發協議) with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited and the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited respectively, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited and the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominees of the holders of H shares for

Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H shares of Southbound Trading through its depositary and clearing system. The cash dividends for the investors of H shares of Southbound Trading will be paid in RMB. Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (財稅[2014]81號) and Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) (關於深港股票市場交易互聯互通機制試點有關稅收政策的通知) (財稅([2016]127號), for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, H-share enterprises shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. H-share enterprises will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves. The record date and the date of distribution of dividends and other arrangements for the investors of Southbound Trading will be the same as those for the H Shareholders.

**All investors are requested to read this announcement carefully. Shareholders should seek advice from their taxation advisors regarding the PRC, Hong Kong and other tax implications for their holding and disposing of H Shares of the Company.**

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

Guangzhou, 27 May 2025

*The Board of the Company comprises eight Directors, namely executive Director Mr. Chen Liping; non-executive Directors Mr. Gu Yuan, Mr. Ren Kaijiang and Mr. Yin Lu; and independent non-executive Directors Mr. Lin Bin, Mr. Nie Wei, Mr. Li Zhijian and Ms. Xie Xin.*