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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)

POLL RESULTS OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2020

The Board is pleased to announce that the EGM was held on 26 February 2020 and all resolutions set out in the Notice were duly passed by the Shareholders.
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References are made to the notice (the “**Notice**”) of CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) dated 30 December 2019 in relation to the first extraordinary general meeting of 2020 (the “**EGM**” or “**Meeting**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those used in the Notice.

The Board is pleased to announce that the EGM was held at the Conference Room, 15/F Shipping Building, 137 Gexin Road, Haizhu District, Guangzhou, the People’s Republic of China at 10:00 a.m. on 26 February 2020. All resolutions set out in the Notice were duly passed by poll by attending Shareholders and proxies.

The EGM was convened by the ninth session of the Board of Company and Mr. Han Guangde, the Chairman of the Company, presided over the Meeting. The convening, holding and the voting method of the EGM were in compliance with the requirements of the Company Law of the PRC, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and the Articles of Association of the Company.

Four out of eleven existing directors of the Company attended the EGM, while Mr. Chen Zhongqian, Mr. Sheng Jigang, Mr. Xiang Huiming and Mr. Chen Ji, all being the executive directors of the Company, Mr. Shi Jun, being the non-executive director of the Company, Mr. Min Weiguo and Mr. Liu Renhuai, both being the independent non-executive directors of the Company, did not attend the Meeting due to personal work reasons.

Two out of the five existing supervisors of the Company attended the EGM, while Mr. Fu Xiaosi, being the supervisor of the Company, Mr. Mai Rongzhi and Mr. Zhang Shan, both being the staff representative supervisors, did not attend the Meeting due to personal work reasons. Mr. Li Zhidong, being company secretary of the Company, attended the EGM, and Mr. Hou Zengquan, being chief financial officer of the Company, were present at the EGM.

VOTING RESULTS AT THE EGM

Attendance at the EGM

A total of 18 Shareholders and their proxies, representing 30,140,179 Shares, attended the EGM in person and by online voting, details of which are set out below:

1. Number of Shareholders and proxies who attended the Meeting (persons)	18
Of which: Number of Shareholders of A Shares	17
Number of Shareholders of overseas listed foreign Shares (H Shares)	1
2. Total number of Shares carrying voting rights held by Shareholders who attended the Meeting (Shares)	30,140,179
Of which: Total number of Shares held by Shareholders of A Shares	19,823,317
Total number of Shares held by Shareholders of overseas listed foreign Shares (H Shares)	10,316,862
3. Number of Shares carrying voting rights held by Shareholders who attended the Meeting as a percentage of the total number of the Shares carrying voting rights (%)	2.13
Of which: Percentage of Shares held by Shareholders of A Shares relative to the total number of shares (%)	1.40
Percentage of the Shares held by Shareholders of overseas listed foreign Shares (H Shares) to the total number of Shares (%)	0.73

As at the date of the EGM, the total number of issued Shares was 1,413,506,378 Shares, being the number of Shares entitling the holders thereof to attend the EGM and vote for or against or abstain from voting on the resolutions at the EGM. As at the date of the EGM, China State Shipbuilding Corporation Limited (“CSSC”) and its associates held 847,685,990 Shares (including 501,745,100 A Shares and 345,940,890 H Shares), representing approximately 59.97% of the issued Shares of the Company. CSSC is the controlling shareholder of the Company. CSSC and its associates are required to abstain and had abstained from voting on the ordinary resolution No. 1 (resolution on the 2020-2022 Framework Agreement relating to the Continuing Connected Transactions for the period from 1 January 2020 to 31 December 2022 and the transactions contemplated the reunder including the Proposed Annual Caps) at the EGM. Save as disclosed, there were no other Shareholders having right to attend the Meeting who were required to abstain from voting on any resolution at the Meeting under the Hong Kong Listing Rules. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Hong Kong Listing Rules and no Shareholders were required

under the Hong Kong Listing Rules to abstain from voting on the resolutions at the EGM. There was no restriction for any Shareholders on casting votes for any of the resolutions at the EGM.

Consideration of the resolutions at the EGM

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

Resol ution No.	Details of resolution	Type of votes	For		Against		Abstain		Whether or not passed
			Number	%	Number	%	Number	%	
Ordinary Resolution									
1	The 2020-2022 Framework Agreement relating to the Continuing Connected Transactions for the period from 1 January 2020 to 31 December 2022 and the transactions contemplated thereunder including the Proposed Annual Caps	A Shareholders	19,657,117	99.1616	166,200	0.8384	0	0	Yes
		H Shareholders	7,724,173	74.8694	2,592,689	25.1306	0	0	
		All Shareholders	27,381,290	90.8465	2,758,889	9.1535	0	0	

In accordance with the relevant provision of the Company Law and the Articles of Association of the Company, resolution numbered 1 is an ordinary resolution and was passed by more than 50% of the total number of shares carrying voting rights held by those who attended the EGM in person or by proxies.

SCRUTINEER

Mr. Liu Weibin of WUYIGE Certified Public Accountants LLP, the auditors of the Company, Mr. Guan Qi and Mr. Yan Huanzhang, being two shareholder representatives of the Company, and Ms. Chen Shu, being the supervisor of the Company, were appointed as the scrutineers at the Meeting for the purpose of vote-taking.

WITNESS OF LAWYERS

The EGM was attended and witnessed by Mr. Chen Qirong and Mr. Li Jiaxuan, lawyers from GUANGDONG JINGUO Law Firm who had issued the legal opinion. The witnessing lawyers were of the opinion that: the convening and holding procedures of the EGM of the Company, the eligibility of the persons attending the EGM and the voting procedures for the EGM were in compliance with the stipulations of the Company Law of the PRC, the Rules of

Procedures of Shareholders' General Meeting of Listed Companies and the Articles of Association, and that the Meeting was lawful and valid.

By order of the Board

CSSC Offshore & Marine Engineering (Group) Company Limited

Li Zhidong

Company Secretary

Guangzhou, 26 February 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 Director Mr. Shi Jun and independent non-executive Directors Mr. Wang Yichu, Mr. Min Weiguo, Mr. Liu Renhuai and Mr. Yu Shiyou.