



**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)

**Second Revised Proxy Form**

**For Use at the Second Extraordinary General Meeting of 2019 to be held on Tuesday, 24 December 2019**

The number of shares to which this proxy form relates <sup>(1)</sup>	H shares
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I/We \_\_\_\_\_ of \_\_\_\_\_ hereby appoint the Chairman of the Second Extraordinary General Meeting of 2019 or <sup>(2)</sup> Mr./Ms. \_\_\_\_\_ as my/our proxy to attend and vote on behalf of me/us at the Second Extraordinary General Meeting of 2019 (the “**Meeting**”) of CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) to be held at Conference Room, 15/F Shipping Building, 137 Gexin Road, Haizhu District, Guangzhou, The People’s Republic of China at 10:00 a.m. on Tuesday, 24 December 2019 or at any adjournment thereof.

No.	Special Resolution	Voting instruction		
		For <sup>(3)</sup>	Against <sup>(3)</sup>	Abstain <sup>(3)</sup>
1	To consider and approve the resolution on revision of certain articles of the Articles of Association.			
	<b>Ordinary Resolution</b>			
2	To consider and approve the resolution on the connected transaction in relation to the entering into of the Land Resumption Compensation Agreement by the Company’s holding subsidiary.			

Signature of Appointor<sup>(4)</sup> \_\_\_\_\_ Identity card number of Appointor: \_\_\_\_\_

Number of shares held by Appointor: \_\_\_\_\_ Shareholder account number of Appointor: \_\_\_\_\_

Signature of Proxy: \_\_\_\_\_ Identity card number of Proxy: \_\_\_\_\_

Date of appointment: \_\_\_\_\_ 2019

**Notes:**

- Please fill in the number of shares registered under your name and to which the proxy relates. If no such number is filled, this form of proxy will be deemed to relate to all the shares in the Company registered under your name.
- Please delete “the Chairman of the Second Extraordinary General Meeting of 2019 or” and insert the name of proxy appointed if the chairman of the meeting is not appointed as your proxy.
- If you wish to vote for any resolution, please tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. If you wish to abstain from voting on any resolution, tick in the box marked “Abstain”. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. The shares abstained will be counted in the calculation of the required majority. If no direction is given, your proxy may vote at his/her discretion. Unless you direct in the proxy form, the proxy will also be entitled to vote at his/her discretion for any resolution duly put to the Meeting other than those set out in the notice of the Meeting. You should give your opinion as any one of the following: “For”, “Against” or “Abstained”. Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast will be deemed as having waived your voting rights, and the corresponding poll will be counted as “Abstained”.
- The form of proxy must be signed by you or your attorney duly authorized in writing, or if the shareholder is a company, signed either under seal or under the hand of an officer or attorney duly authorized.
- In order to be valid, please lodge this proxy form together with the notarized power of attorney or other documents of authorization (if any) under which it is signed (in case of holders of A shares) to the Company’s registered address not less than 24 hours before the time scheduled for the holding of the Meeting (or any adjournment thereof). Holders of H-shares must deliver completed proxy forms and other authorization documents (if any) to the Company’s H-share registrars, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time scheduled for the holding of the Meeting (or any adjournment thereof).
- Attention: The previous proxy forms for the EGM enclosed with the Original EGM Notice dated 7 November 2019 and the First Supplemental EGM Notice dated 18 November 2019 have been deemed void, cancelled and withdrawn.**
- Shareholders are reminded that completion and return of the Second Revised Proxy Form will not preclude them from attending and voting in person at the Second Extraordinary General Meeting of 2019 or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.