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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 SECOND EXTRAORDINARY GENERAL
MEETING OF 2019
AND
CHANGE OF THE REGISTERED ADDRESS**

The Board is pleased to announce that the EGM was held on 24 December 2019 and all resolutions set out in the Supplementary Notice were duly passed by the Shareholders.

References are made to the notice of CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) dated 7 November 2019 in relation to the second extraordinary general meeting of 2019 (the “**EGM**” or “**Meeting**”), the supplementary notice of the Company dated 18 November 2019 in relation to the EGM (the “**First Supplementary Notice**”), the announcement of the Company dated 6 December 2019 in relation to, among others, the postponement of the EGM, the announcement of the Company dated 9 December 2019 in relation to the adjustments to resolutions of the EGM, and the second supplementary notice of the Company dated 9 December 2019 in relation to the EGM (the “**Second Supplementary Notice**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those used in the Second Supplementary 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 24 December 2019. All resolutions set out in the Second Supplementary 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. Chen Zhongqian, the Vice 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.

Six out of eleven existing directors of the Company attended the EGM, while Mr. Han Guangde, being the Chairman of the Company, Mr. Sheng Jigang and Mr. Chen ji, both 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, did not present at the EGM due to personal work reasons.

VOTING RESULTS AT THE EGM

Attendance at the EGM

A total of 11 Shareholders and their proxies, representing 876,254,180 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)	11
Of which: Number of Shareholders of A Shares	10
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)	876,254,180
Of which: Total number of Shares held by Shareholders of A Shares	520,200,217
Total number of Shares held by Shareholders of overseas listed foreign Shares (H Shares)	356,053,963
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 (%)	61.99
Of which: Percentage of Shares held by Shareholders of A Shares relative to the total number of shares (%)	36.80
Percentage of the Shares held by Shareholders of overseas listed foreign Shares (H Shares) to the total number of Shares (%)	25.19

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 ordinary resolution No. 2 (resolution on the connected and discloseable transaction in relation to the entering into the Land Resumption Compensation Agreement) 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	%	
Special resolutions									
1	The revision of certain articles of the Articles of Association	A Shareholders	520,200,217	100	0	0	0	0	Yes
		H Shareholders	356,053,963	100	0	0	0	0	
		All Shareholders	876,254,180	100	0	0	0	0	
Ordinary Resolutions									
2	The connected transaction in relation to the entering into the Land Resumption Compensation Agreement by the Company's holding subsidiary	A Shareholders	18,455,117	100	0	0	0	0	Yes
		H Shareholders	10,113,073	100	0	0	0	0	
		All Shareholders	28,568,190	100	0	0	0	0	

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

In accordance with the relevant provision of the Company Law and the Articles of Association of the Company, resolution numbered 2 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. Xiao Zuguang of WUYIGE Certified Public Accountants LLP, the auditors of the Company, Mr. Guan Qi and Mr. Chen Kaichuan, being two shareholder representatives of the Company, and Mrs. Chen shu, a staff representative 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. Quan Zhaohui and Ms. Xie Xin, lawyers from ETR 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.

CHANGE OF THE REGISTERED ADDRESS

With effect from 24 December 2019, the registered address of the Company is as follows:

15th Floor, No.137 Gexin Road
Haizhu District
Guangzhou
China
Post code: 510250

By order of the Board

CSSC Offshore & Marine Engineering (Group) Company Limited

Li Zhidong

Company Secretary

Guangzhou, 24 December 2019

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.