



# 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)

## Revised Proxy Form

### For Use at the Third Extraordinary General Meeting of 2020 to be held on Friday, 23 October 2020

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 Third Extraordinary General Meeting of 2020 or <sup>(2)</sup> Mr./Ms. \_\_\_\_\_ as my/our proxy to attend and vote on behalf of me/us at the Third Extraordinary General Meeting of 2020 (the "Meeting") of CSSC Offshore & Marine Engineering (Group) Company Limited (the "Company") to be held at Conference Room, 15/F, Marine Tower, 137 Gexin Road, Haizhu District, Guangzhou, The People's Republic of China at 10:00 a.m. on Friday, 23 October 2020 or at any adjournment thereof.

No.	Ordinary Resolutions	Voting instruction		
		For <sup>(3)</sup>	Against <sup>(3)</sup>	Abstained <sup>(3)</sup>
1	To consider and approve the resolution in relation to the formulation of the Management Rules for the Remuneration of the Tenth Session of Directors, Supervisors and Senior Management of the Company			
2	To consider and approve the resolution in relation to the Supplemental Agreement to 2020 to 2022 Framework Agreement entered into between the Company and China State Shipbuilding Corporation Limited relating to the Continuing Connected Transactions and the transactions contemplated thereunder including the Revised Annual Caps			

No.	Ordinary resolutions adopting cumulative voting	Number of vote(s) <sup>(Note 6)</sup>
3.00	To consider and approve the resolutions in relation to the election of directors of the Company	
3.01	To consider and approve the resolution in relation to the election of Mr. Han Guangde as an executive director of the Company	
3.02	To consider and approve the resolution in relation to the election of Mr. Chen Liping as an executive director of the Company	
3.03	To consider and approve the resolution in relation to the election of Mr. Sheng Jigang as an executive director of the Company	
3.04	To consider and approve the resolution in relation to the election of Mr. Xiang Huiming as an executive director of the Company	
3.05	To consider and approve the resolution in relation to the election of Mr. Chen Zhongqian as a non-executive director of the Company	
3.06	To consider and approve the resolution in relation to the election of Mr. Chen Ji as a non-executive director of the Company	
3.07	To consider and approve the resolution in relation to the election of Mr. Gu Yuan as a non-executive director of the Company	
4.00	To consider and approve the resolutions in relation to the election of independent non-executive directors of the Company	
4.01	To consider and approve the resolution in relation to the election of Mr. Yu Shiyong as an independent non-executive director of the Company	
4.02	To consider and approve the resolution in relation to the election of Mr. Lin Bin as an independent non-executive director of the Company	
4.03	To consider and approve the resolution in relation to the election of Mr. Nie Wei as an independent non-executive director of the Company	
4.04	To consider and approve the resolution in relation to the election of Mr. Li Zhijian as an independent non-executive director of the Company	
5.00	To consider and approve the resolutions in relation to the election of supervisors of the Company	
5.01	To consider and approve the resolution in relation to the election of Mr. Chen Shuofan as a supervisor of the Company	
5.02	To consider and approve the resolution in relation to the election of Ms. Chen Shu as a supervisor of the Company	
5.03	To consider and approve the resolution in relation to the election of Mr. Zhu Weibin as a supervisor of the Company	

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: \_\_\_\_\_ 2020

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 Third Extraordinary General Meeting of 2020 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 “Abstained”. 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 Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 24 hours before the time scheduled for the holding of the Meeting “Closing Time”. (or any adjournment thereof).
- Explanation of the voting method for electing directors, independent non-executive directors and supervisors using the cumulative voting system
  - The election of director candidates, the election of independent non-executive director candidates, and the election of supervisor candidates at the general meeting shall be numbered as resolution groups, respectively. Investors should vote for each candidate under each resolution group.
  - The number of declared shares represents the number of votes in the election. For each resolution group, for each share held by shareholders, the total number of votes equal to the number of directors or supervisors to be elected under the resolution group. If a shareholder holds 100 shares of a listed company, 10 directors should be elected at the general meeting, and there are 12 director candidates, then the shareholder has 1,000 votes for the election resolution group of the Board.
  - Shareholders shall vote within the limit of the number of votes of each resolution group. Shareholders can vote according to their own wishes. They can vote for one candidate in a centralized manner, or they can vote for different candidates in any combination. After the voting is over, number of votes received will be calculated for each resolution, respectively.
  - Example:

A listed company held a general meeting and adopted the cumulative voting system to re-elect the board of directors and the Supervisory Committee. 5 directors should be elected from 6 director candidates, 2 independent non-executive directors should be elected from 3 independent non-executive director candidates and 2 supervisors should be elected from 3 supervisor candidates, the matters requiring voting are as follows:

Cumulative voting resolution		
4.00	Resolution in relation to the election of directors	Number of vote(s)
4.01	E.g. Chen ...	
4.02	E.g. Zhao ...	
4.03	E.g. Jiang ...	
.....	.....	
4.06	E.g. Song ...	
5.00	Resolution in relation to the election of independent non-executive directors	Number of vote(s)
5.01	E.g. Zhang ...	
5.02	E.g. Wang ...	
5.03	E.g. Yang ...	
6.00	Resolution in relation to the election of supervisors	Number of vote(s)
6.01	E.g. Li ...	
6.02	E.g. Chen ...	
6.03	E.g. Wang ...	

An investor holds 100 shares of the company at the close of the equity registration day and adopts the cumulative voting system. He (she) has 500 voting rights in the resolution 4.00 “Resolution in relation to the election of directors”, 200 voting rights in resolution 5.00 “Resolution in relation to the election of independent non-executive directors” and 200 voting rights in resolution 6.00 “Resolution in relation to the election of supervisors”.

The investor can vote on the resolution 4.00 according to his/her wishes with a limit of 500 votes. He (she) can vote for one candidate with 500 votes in a centralized manner, or can vote for any candidate according to any combination.

As shown in the table:

No.	Name of resolution	Number of vote(s)			
		Method 1	Method 2	Method 3	Method...
4.00	Resolution in relation to the election of directors	—	—	—	—
4.01	E.g. Chen	500	100	100	
4.02	E.g. Zhao	0	100	50	
4.03	E.g. Jiang	0	100	200	
.....	.....	...	...	...	
4.06	E.g. Song	0	100	50	

- Attention:** A shareholder who has not yet lodged the proxy form for the Third Extraordinary General Meeting of 2020 enclosed with the notice of the shareholders’ meeting of the Company dated 28 August 2020 (the “First Proxy Form”) with the Company or the Company’s H share registrar is requested to lodge this proxy form (the “Revised Proxy Form”) if he/she/it wishes to appoint proxy/proxies to attend the Third Extraordinary General Meeting of 2020 on its/his/her/its behalf. In this case, the First Proxy Form should not be lodged with the Company or the Company’s H share registrar.
- Attention:** A shareholder who has lodged the First Proxy Form with the Company or the Company’s H share registrar should note that:
  - the completed Revised Proxy Form will be treated as the valid proxy form lodged by such shareholder.
  - if such shareholder fails to lodge the Revised Proxy Form with the Company or the Company’s H share registrar, Hong Kong Registrars Limited, the lodged First Proxy Form, if duly completed, will remain effective and applicable to the extent permissible. For the additional resolution not set out in the First Proxy Form, the proxy appointed under the First Proxy Form shall have the right to vote at his/her discretion if no relevant instruction is received.

(3) any Revised Proxy Form which is lodged with the Company or the Company's H share registrar after the Closing Time shall be invalid. Any vote that may be cast by the purported proxy/proxies (whether appointed under the First Proxy Form or the Revised Proxy Form) will not be counted in any poll taken on a proposed resolution. Accordingly, shareholders are advised to lodge the Revised Proxy Form before the Closing Time.

9. Shareholders are reminded that completion and return of the Revised Proxy Form will not preclude them from attending and voting in person at the Third Extraordinary General Meeting of 2020 or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.