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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 Share Stock Code: 00317)

**POLL RESULTS OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2020
AND CHANGES IN MEMBERS OF THE BOARD OF DIRECTORS AND
SUPERVISORY COMMITTEE**

The Board is pleased to announce that the EGM was held on 23 October 2020 and the resolutions set out in the Notice were duly passed by the Shareholders.

Reference is made to the notice (“**Notice of EGM**”) of CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) dated 28 August 2020 and the supplemental notice (“**Supplemental Notice of EGM**”) of the Company dated 10 September 2020 (the Notice of EGM and the Supplemental Notice of EGM are collectively referred to as the “**Notice**”) in relation to the third 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 Marine Tower, 137 Gexin Road, Haizhu District, Guangzhou, the People’s Republic of China at 10:00 a.m. on 23 October 2020. The 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.

2 out of 11 existing directors of the Company attended the EGM, while Mr. Chen Zhongqian, Mr. Sheng Jigang and Mr. Xiang Huiming, all being the executive directors of the Company, Mr. Shi Jun, being the non-executive director of the Company, Mr. Min Weiguo, Mr. Wang Yichu, Mr. Liu Renhuai and Mr. Yu Shiyou, both being the independent non-executive directors of the Company, did not attend the Meeting due to personal work reasons.

1 out of 5 existing supervisors of the Company attended the EGM, while Mr. Jin Xuejian and Mr. Fu Xiaosi, both being the supervisors 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, Mr. Hou Zengquan, being chief financial officer of the Company, Mr. Gu Yuan, being the candidate of the non-executive director of the Company, Mr. Lin Bin and Mr. Nie Wei, both being the candidates of the independent non-executive directors of the Company, Mr. Chen Shuofan and Mr. Zhu Weibin, both being candidates of supervisors, Mr. Li Kai and Mr. Zhang Qinghuan, both being employee supervisors of the tenth session of the Supervisory Committee, attended the EGM.

VOTING RESULTS AT THE EGM

Attendance at the EGM

A total of 27 Shareholders and their proxies, representing 868, 115, 813 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)	27
Of which: Number of Shareholders of A Shares	26
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)	868, 115, 813
Of which: Total number of Shares held by Shareholders of A Shares	512, 976, 151
Total number of Shares held by Shareholders of overseas listed foreign Shares (H Shares)	355, 139, 662
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. 41%
Of which: Percentage of Shares held by Shareholders of A Shares relative to the total number of shares (%)	36. 29%
Percentage of the Shares held by Shareholders of overseas listed foreign Shares (H Shares) to the total number of Shares (%)	25. 12%

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 resolution at the EGM. As at the date of the EGM, China State Shipbuilding Corporation Limited (“CSSC”) and its associates held 841,264,642 Shares (including 495,323,752 A Shares and 345,940,890 H Shares), representing approximately 59.52% 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 set out in the Supplemental Notice of EGM (i.e. 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) 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 resolution 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 resolution at the EGM. There was no restriction for any Shareholders on casting votes for any of the resolution at the EGM.

Consideration of the resolution 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:

Resolution No.	Details of resolution	Type of votes	For		Against		Abstain		Whether or not passed
			Number	%	Number	%	Number	%	
Ordinary Resolutions									
1	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	A Shareholders	512,974,751	99.9997	1,400	0.0003	–	–	Yes
		H Shareholders	355,139,662	100	–	–	–	–	Yes
		All Shareholders	868,114,413	99.9997	1,400	0.0003	–	–	Yes
2	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	A Shareholders	17,436,099	98.7747	216,300	1.2253	–	–	Yes
		H Shareholders	7,067,885	76.8351	2,130,887	23.1649	–	–	Yes
		All Shareholders	24,503,984	91.2585	2,347,187	8.7415	–	–	Yes

No.	Ordinary resolutions adopting cumulative voting	Number of vote(s)	the proportion of the effective voting rights at the meeting (%)	Whether or not passed
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	866,706,465	99.8377	Yes
3.02	To consider and approve the resolution in relation to the election of Mr. Chen Liping as an executive director of the Company	867,193,365	99.8937	Yes
3.03	To consider and approve the resolution in relation to the election of Mr. Sheng Jigang as an executive director of the Company	867,193,365	99.8937	Yes
3.04	To consider and approve the resolution in relation to the election of Mr. Xiang Huiming as an executive director of the Company	867,193,365	99.8937	Yes
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	867,191,365	99.8935	Yes
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	867,193,365	99.8937	Yes
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	866,977,115	99.8688	Yes
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 Shiyu as an independent non-executive director of the Company	867,243,486	99.8995	Yes
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	867,440,215	99.9222	Yes
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	867,440,215	99.9222	Yes
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	867,440,215	99.9222	Yes
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	867,424,935	99.9204	Yes
5.02	To consider and approve the resolution in relation to the election of Ms. Chen Shu as a supervisor of the Company	867,424,935	99.9204	Yes
5.03	To consider and approve the resolution in relation to the election of Mr. Zhu Weibin as a supervisor of the Company	867,471,073	99.9257	Yes

In accordance with the relevant provision of the Company Law and the Articles of Association of the Company, resolutions numbered 1 and 2 are ordinary resolutions and were 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.

Cumulative voting system was applicable to the resolutions numbered 3.01 to 3.07 (inclusive), 4.01 to 4.04 (inclusive) and 5.01 to 5.03 (inclusive). A candidate for Director or Supervisor is elected when the number of votes in favour obtained by such candidate exceeds half of the total number of shares with voting rights held by the Shareholders attending the EGM.

SCRUTINEER

Mr. Xu Zongliang of WUYIGE Certified Public Accountants LLP, the auditors of the Company, Mr. Xu Ran and Ms. Chen Yuexiu, 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 Chongwu and Mr. Hu Wenfeng, lawyers from Guangdong Jingguo 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.

CHANGES IN MEMBERS OF THE BOARD OF DIRECTORS AND SUPERVISORY COMMITTEE

The following resolutions were considered and approved at the First Meeting of the Tenth Session of the Board of the Directors of the Company convened on 23 October 2020:

I. To consider and approve the Resolution on the Election of Chairman of the Tenth Session of the Board of the of the Company

Mr. Han Guangde was elected as the chairman of the tenth session of the Board with effect from the date of his election until the expiry of the term of office of the tenth session of the Board.

II. To consider and approve the Resolution on the Election of Vice Chairman of the Tenth Session of the Board of the Company

Mr. Chen Zhongqian was elected as vice chairman of the tenth session of the Board with effect from the date of his election until the expiry of the term of office of the tenth session of the Board.

III. To consider and approve the Resolution on the Composition of Specialised Committees under the Tenth Session of the Board

The composition of each specialised committees under the tenth session of the Board is as follows:

Strategy Committee: Han Guangde, Chen Zhongqian, Chen Liping, Sheng Jigang, Xiang Huiming, Chen Ji and Gu Yuan

Audit Committee: Lin Bin, Yu Shiyou and Nie Wei

Emolument and Examination Committee: Yu Shiyou, Lin Bin and Li Zhijian

Nomination Committee: Nie Wei, Li Zhijian and Gu Yuan

IV. To consider and approve the Resolution on the Chairmen of Specialised Committees under the Tenth Session of the Board

The chairman of each specialised committees under the tenth session of the Board are as follows, with effect from the date of their elections until the expiry of the term of office of the tenth session of the Board:

Chairman of the Audit Committee: Mr. Lin Bin (with professional academic qualifications)

Chairman of the Emolument and Examination Committee: Mr. Yu Shiyou

Chairman of the Nomination Committee: Mr. Nie Wei

Besides, in accordance with the requirements of the Detailed Implementation Rules of the Strategy Committee of the Company, the chairman of the Strategy Committee shall be Mr. Han Guangde, chairman of the Board, with effect from the date of his election until the expiry of the term of office of the tenth session of the Board.

V. To consider and approve the Resolution on the Appointment of General Manager of the Company

Mr. Chen Liping was appointed as general manager of the Company with effect from the date of his appointment until the expiry of the term of office of the tenth session of the Board.

VI. To consider and approve the Resolution on the Appointment of Secretary to the Board of the Company

Mr. Li Zhidong was appointed as secretary to the Board of the Company with effect from the date of his appointment until the expiry of the term of office of the tenth session of the Board.

VII. To consider and approve the Resolution on the Appointment of Chief Financial Officer of the Company

Mr. Hou Zengquan was appointed as the chief financial officer of the Company with effect from the date of his appointment until the expiry of the term of office of the tenth session of the Board.

VIII. To consider and approve the Resolution on the Appointment of Securities Representative of the Company

Ms. Yu Wenbo was appointed as the securities representative of the Company with effect from the date of her appointment until the expiry of the term of office of the tenth session of the Board.

The following resolution was considered and approved at the first meeting of the tenth session of the Supervisory Committee of the Company held on 23 October 2020:

1. To pass the Resolution on the Election of Chairman of the Tenth Session of the Supervisory Committee of the Company

Mr. Chen Shuofan was appointed as the chairman of the tenth session of the Supervisory Committee of the Company with effect from the date of his election until the expiry of the term of office of the tenth session of the Supervisory Committee.

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

Guangzhou, 23 October 2020

As at the date of this announcement, the Board comprises eleven Directors, namely executive Directors Mr. Han Guangde, Mr. Chen Liping, Mr. Sheng Jigang and Mr. Xiang Huiming; non-executive Directors Mr. Chen Zhongqian, Mr. Chen Ji and Mr. Gu Yuan; and independent non-executive Directors Mr. Yu Shiyong, Mr. Lin Bin, Mr. Nie Wei and Mr. Li Zhijian.