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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **CSSC Offshore & Marine Engineering (Group) Company Limited**, you should at once hand this circular and the proxy form to the purchaser(s) or the transferee(s) or to the bank manager, licensed securities dealer or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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### **APPOINTMENT OF THE AUDITOR FOR FINANCIAL STATEMENTS AND INTERNAL CONTROL OF THE COMPANY FOR 2025 AND NOTICE OF THE SECOND EGM OF 2025**

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Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as defined in the “Definitions” section of this circular.

A letter from the Board is set out on pages 3 to 10 of this circular.

The EGM will be held at the Conference Room of the Company at 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, the PRC at 10:30 a.m. on Friday, 11 July 2025. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon. In the case of the H Shareholders, the completed proxy form and other authorization documents (if any) must be delivered to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong and in any event not less than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof, as the case may be, in order to be valid. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof, as the case may be, should you so wish.

25 June 2025

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“A Share(s)”	domestic share(s) of the Company with nominal value of RMB1.00 each listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it in the Hong Kong Listing Rules
“Audit Committee”	the audit committee
“Board” or “Board of Directors”	the board of directors
“Company”	CSSC Offshore & Marine Engineering (Group) Company Limited, a joint stock company established in the PRC with limited liability, the H Shares of which are listed on the Hong Kong Stock Exchange and the A Shares of which are listed on the Shanghai Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the second extraordinary general meeting of 2025 to be convened by the Company at Conference Room, 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, the PRC at 10:30 a.m. on Friday, 11 July 2025
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) of the Company listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of RMB1.00 each in the share capital of the Company

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## DEFINITIONS

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“Shareholder(s)” holder(s) of Shares

“ShineWing” ShineWing Certified Public Accountants LLP

“%” per cent

*The English names of the PRC entities referred to in this circular are translations from their Chinese names and are for identification purpose only. If there are any inconsistencies, the Chinese names shall prevail.*

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## LETTER FROM THE BOARD

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(a joint stock company with limited liability incorporated in the People's Republic of China)

(H Shares Stock Code: 00317)

*Executive Director:*

Mr. Chen Liping

*Non-executive Directors:*

Mr. Gu Yuan

Mr. Ren Kaijiang

Mr. Yin Lu

*Independent Non-executive Directors:*

Mr. Lin Bin

Mr. Nie Wei

Mr. Li Zhijian

Ms. Xie Xin

*Registered Office:*

15th Floor,  
No. 137 Gexin Road  
Haizhu District  
Guangzhou  
the PRC

*Post Code:*

510250

25 June 2025

*To the H Shareholders*

Dear Sir or Madam,

### **APPOINTMENT OF THE AUDITOR FOR FINANCIAL STATEMENTS AND INTERNAL CONTROL OF THE COMPANY FOR 2025 AND NOTICE OF THE SECOND EGM OF 2025**

#### **I. INTRODUCTION**

Reference is made to the announcement of the Company dated 23 June 2025 in relation to the change of the Company's accounting firm. The purpose of this circular is to provide you with further details regarding the appointment of the auditor for financial statements and internal control of the Company for 2025 and to issue the notice of the EGM.

#### **II. APPOINTMENT OF THE AUDITOR FOR FINANCIAL STATEMENTS AND INTERNAL CONTROL OF THE COMPANY FOR 2025**

The "Proposal on the Appointment of the Auditor for Financial Statements and Internal Control of the Company for 2025" was considered and approved at the twelfth meeting of the eleventh session of the Board of Directors on Monday, 23 June 2025. The Company intends to appoint ShineWing as the auditor for financial statements and internal control of the Company for 2025 for a term commencing from the conclusion of the EGM and ending at the conclusion of the 2025 annual general meeting of

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## LETTER FROM THE BOARD

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the Company. The audit fee for financial statements is RMB1.30 million (tax inclusive), and the audit fee for internal control is RMB0.28 million (tax inclusive), which shall be submitted to the Shareholders' general meeting of the Company for consideration and approval. Relevant information is set out as below:

### 1. Basic Information of the Accounting Firm to be Engaged

#### (I) Information about the institution

##### 1. Basic information

###### (1) Overview

Name:	ShineWing Certified Public Accountants LLP
Date of establishment:	2 March 2012
Organizational form:	Limited Liability Partnership
Registered address:	8th Floor, Tower A, Fuhua Building, No. 8 Chaoyangmen North Street, Dongcheng District, Beijing
Chief partner:	Mr. Tan Xiaoqing

###### (2) Personnel information

As at 31 December 2024, ShineWing had 259 partners and 1,780 certified public accountants, including over 700 certified public accountants who have signed audit reports for securities services business.

###### (3) Business scale

The business revenue of ShineWing in 2024 amounted to RMB4,054 million (including unified operations), of which revenue from audit business amounted to RMB2,587 million and revenue from securities business amounted to RMB976 million. In 2024, ShineWing undertook 383 annual report audit projects of listed companies, with total fees of RMB471 million, covering major industries such as manufacturing, information transmission, software and information technology services, transportation, warehousing and postal services, electricity, heat, gas and water production and supply, finance, cultural, sport and entertainment, wholesale and retail, construction, mining, leasing and business services, water, environment and public utilities management. There were 255 listed audit clients in the same industry as the Company.

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## LETTER FROM THE BOARD

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### 2. *Investor protection capability*

ShineWing has purchased occupational insurance in accordance with relevant laws and regulations. The sum of accumulative compensation limit of occupational insurance and occupational risk fund exceeds RMB200 million. The accrual of the occupational risk fund or the purchase of occupational insurance complies with relevant regulations. Apart from the case of securities misrepresentation liability dispute of LeTV, ShineWing has not borne any civil liabilities due to civil litigation related to its practice in the past three years.

### 3. *Integrity record*

In the past three years ended 31 December 2024, ShineWing has received 0 criminal penalties, 1 administrative penalty, 17 supervisory and management measures, 8 self-regulatory measures and 0 disciplinary actions for its practice. 53 practitioners have received 0 criminal penalties, 5 administrative penalties, 17 supervisory and management measures, 10 self-regulatory measures and 1 disciplinary action for their practice in the past three years.

## (II) *Project information*

### 1. *Basic information*

Project	Name	Practice time of certified public accountant	Commence- ment of auditing listed companies	Commence- ment of practice with ShineWing	Commence- ment of providing audit service for the Company
Project partner	Deng Dengfeng	2008	2008	2019	2025
Signing certified public accountant	Liu Lihong	2017	2015	2019	2025
Quality control reviewer	Jiang Xijun	2000	2003	2009	2025

- (1) Signing or reviewing the audit reports of listed companies by the project partner in the past three years

**Name: Deng Dengfeng**

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## LETTER FROM THE BOARD

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Time	Name of the listed company	Position
2021-2024	Venustech Group Inc.	Project partner
2021-2022	Yunnan Biovalley Pharmaceutical Co., Ltd.	Project partner
2021-2022	Kunshan Dongwei Technology Co., Ltd.	Project partner
2023-2024	Wuxi Xinje Electric Co., Ltd.	Project partner
2024	Konka Group Co., Ltd.	Project partner
2024	WebRAY Tech Group Inc.	Project partner
2024	Shenzhen Nanjiguang Electron Technology Co., Ltd.	Project partner

- (2) Signing or reviewing the audit reports of listed companies by the signing certified public accountant in the past three years

**Name: Liu Lihong**

Time	Name of the listed company	Position
2021-2023	Venustech Group Inc.	Signing certified public accountant
2021-2022	Shenzhen Nanjiguang Electron Technology Co., Ltd.	Signing certified public accountant
2022-2024	Konka Group Co., Ltd.	Signing certified public accountant
2024	WebRAY Tech Group Inc.	Signing certified public accountant
2024	Shenzhen Overseas Chinese Town Co., Ltd.	Signing certified public accountant

- (3) Signing or reviewing the audit reports of listed companies by the quality control reviewer in the past three years

**Name: Jiang Xijun**



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## LETTER FROM THE BOARD

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Time	Name of the listed company	Position
2021-2023	Hunan Goke Microelectronics Co., Ltd.	Project partner
2024	Snowsky Salt Industry Group Co., Ltd.	Project partner
2024	Hunan Valin Steel Co., Ltd.	Project partner
2024	Daodaoquan Grain & Oil Co., Ltd.	Project partner
2024	Digital China Information Service Group Company Ltd.	Project partner

### 2. *Integrity record of project team members*

In the past three years, no project partner, signing certified public accountant or quality control reviewer has been subject to criminal penalties due to its practice, or administrative penalties or supervisory and management measures imposed by the China Securities Regulatory Commission and its agencies or industry authorities, or self-regulatory measures or disciplinary actions imposed by securities exchanges, industry associations or other self-regulatory organizations.

### 3. *Independence*

There is no breach of the independence requirement under the Code of Ethics for Certified Public Accountants of PRC by ShineWing and the project partner, signing certified public accountant, quality control reviewer and other practitioners.

## (III) *Audit fee*

### 1. *Pricing principles for audit fee*

The pricing for the audit fee is determined by the number of staff and days required and the daily fee per staff based on the professional skills required, the nature of work and the workload undertaken by the accounting firm to provide the audit service.

### 2. *Year-on-year changes in audit fee*

	2025	2024	Changes (%)
Audit fee for annual report (RMB ten thousand)	130.00	126.00	3.17
Audit fee for internal control (RMB ten thousand)	28.00	28.00	0

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## LETTER FROM THE BOARD

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### 2. Explanation on the Proposed Change of Accounting Firm

#### *(I) Information about the accounting firm formerly engaged and auditor's opinion of last year*

The Company's former auditor, BDO China Shu Lun Pan Certified Public Accountants LLP ("BDO"), has provided audit services to the Company for four consecutive years and issued a standard unqualified audit report to the Company for the year 2024. During the audit period, BDO adhered to the principle of independent audit, exercised due diligence, issued audit opinions in a fair and independent manner, objectively, impartially and accurately reflected the financial statements and internal control of the Company, effectively fulfilled its duties as an auditor and safeguarded the legitimate rights and interests of the Company and the Shareholders from a professional perspective.

There does not exist any circumstance where the Company terminated the services of the former accounting firm after having engaged it to carry out part of the audit.

#### *(II) Reasons for the proposed change of accounting firm*

In view of the expiry of the term of appointment of the former accounting firm, BOD, in accordance with the provisions of the Administrative Measures for the Selection and Appointment of Accounting Firms by State-owned Enterprises and Listed Companies (Cai Kuai [2023] No. 4), and after completing relevant procedures, the Company intends to appoint ShineWing as the auditor for financial statements and internal control for 2025.

#### *(III) Communication between the Company and the former and subsequent accounting firms*

The Company has fully communicated with BDO regarding the change of accounting firm, and BDO has acknowledged the matter and stated that there is no disagreement on audit opinion between BDO and the Company, and there are no matters relating to the change of accounting firm that need to be brought to the attention of the Audit Committee, the Board of Directors and the Shareholders of the Company.

The former and subsequent accounting firms will carry out the relevant communication and coordination work in accordance with PRC Auditing Standard for Certified Public Accountants No. 1153 – Communication between Former Certified Public Accountants and Subsequent Certified Public Accountants and other relevant requirements.

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## LETTER FROM THE BOARD

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### 3. Procedures to be Performed for the Proposed Change of Accounting Firm

#### *(I) Review opinions of the Audit Committee*

The Audit Committee has considered and approved the “Proposal on the Appointment of the Auditor for Financial Statements and Internal Control of the Company for 2025”, and is of the opinion that: ShineWing possesses the required professional qualifications, competence, investor protection capability, integrity and independence. In order to ensure the independence, objectivity and fairness of the Company’s audit work, the Audit Committee agrees to appoint ShineWing as the auditor for financial statements and internal control of the Company for 2025, and agrees to submit the proposal to the Board for consideration.

#### *(II) Consideration of the Board of Directors*

The twelfth meeting of the eleventh session of the Board of Directors considered and approved the “Proposal on the Appointment of the Auditor for Financial Statements and Internal Control of the Company for 2025”, and agreed to appoint ShineWing as the auditor for financial statements and internal control of the Company for 2025.

#### *(III) Effective date*

The appointment of the auditor for financial statements and internal control for 2025 is subject to the approval at the EGM, and will be effective from the date of approval at the Shareholders’ general meeting of the Company.

The above proposal shall be submitted to the EGM as an ordinary resolution for consideration and approval by the Shareholders.

### III. EGM

The EGM will be held at the Conference Room of the Company at 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, the PRC at 10:30 a.m. on Friday, 11 July 2025. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

To the best of the Director’s knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has a material interest in the resolution to be proposed at the EGM and will abstain from voting at the EGM.

Any Shareholder who is entitled to attend and vote at the EGM has the right to appoint one or more proxies to do so on his/her behalf. The proxy need not be a Shareholder. In order to ensure validity, the H Shareholders must deliver the completed proxy forms and other authorization documents (if any) to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. A Shareholder who has completed and delivered a proxy form can still attend the EGM and vote in person.

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## LETTER FROM THE BOARD

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The resolution to be proposed at the EGM will be voted on by way of poll in accordance with the Hong Kong Listing Rules.

#### IV. CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE

The register of members of the Company will close from Tuesday, 8 July 2025 to Friday, 11 July 2025 (both days inclusive), during which period no transfer of Shares will be registered. H Shareholders whose names are recorded in the register of members of the Company on 11 July 2025 are entitled to attend the EGM.

#### V. RECOMMENDATIONS

The Directors believe that the resolution on the appointment of the auditor for financial statements and internal control of the Company for 2025 is in the interests of the Company and the Shareholders as a whole and therefore, the Directors recommend all Shareholders to vote in favour of the resolution at the EGM.

#### VI. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company, for which the Directors collectively and individually accept full responsibility. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the Board

**CSSC Offshore & Marine Engineering (Group) Company Limited**

**Li Zhidong**

*Company Secretary*

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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(a joint stock company with limited liability incorporated in the People's Republic of China)

(H Shares Stock Code: 00317)

### NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2025

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting of 2025 (the “EGM”) of CSSC Offshore & Marine Engineering (Group) Company Limited (the “Company”) will be held at the Conference Room of the Company at 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, The People's Republic of China (the “PRC”) at 10:30 a.m. on Friday, 11 July 2025, at which the following resolution will be proposed for consideration:

#### ORDINARY RESOLUTION

1. To consider and approve the resolution on the appointment of the auditor for financial statements and internal control of the Company for 2025.

By order of the Board

**CSSC Offshore & Marine Engineering (Group) Company Limited**

**Li Zhidong**

*Company Secretary*

Guangzhou, 25 June 2025

*As at the date of this notice, the Board consists of eight members, namely an executive Director Mr. Chen Liping; non-executive Directors Mr. Gu Yuan, Mr. Ren Kaijiang and Mr. Yin Lu; and independent non-executive Directors Mr. Lin Bin, Mr. Nie Wei, Mr. Li Zhijian and Ms. Xie Xin.*

#### *Notes:*

1. For details of the resolution to be considered at the EGM and other related matters, please refer to the announcement of the Company dated 23 June 2025 published on the website of The Stock Exchange of Hong Kong Limited and the circular despatched on 25 June 2025.
2. Any shareholder who is entitled to attend and vote at the EGM has the right to appoint one or more proxies to do so on behalf of himself, and the proxy needs not be a shareholder of the Company. In order to ensure validity, completed proxy forms and other authorization documents (if any) must be delivered to the registered office of the Company not less than 24 hours before the time scheduled for the holding of the EGM (in case of holders of A shares). Holders of H shares must deliver completed proxy forms and other authorization documents (if any) to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the proxy form will not preclude the shareholders from attending and voting in person at the EGM should they so wish.
3. The resolution at the EGM will be voted on by poll.
4. Shareholders and proxies must show their identification documents when attending the EGM.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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5. The EGM will last for half a day. Shareholders and proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.
6. The registered office of the Company is at the Board of Directors' Office of CSSC Offshore & Marine Engineering (Group) Company Limited at 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, the PRC (post code: 510250).

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