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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)

ANNOUNCEMENT ON THE ADJUSTMENTS TO RESOLUTIONS OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019

CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) has published the notice of the second extraordinary general meeting of 2019 (the “**EGM**”) on 7 November 2019 (the “**Original EGM Notice**”), the supplemental notice of the EGM on 18 November 2019 (the “**First Supplemental EGM Notice**”), and the announcement in relation to the postponement of the EGM on 6 December 2019, pursuant to which, among others, the EGM will be held at 10:00 a.m. on Tuesday, 24 December 2019.

CANCELLATION OF RESOLUTION

The Company originally planned to submit certain resolutions at the EGM for consideration, including those in respect of the revision of certain articles of the Articles of Association of the Company, the connected transaction in relation to the entering into of the land resumption compensation agreement dated 18 November 2019, and the entering into of the framework agreement dated 18 November 2019 in relation to the continuing connected transactions for the period from 1 January 2020 to 31 December 2022 (the “**Continuing Connected Transactions**”) and the transactions contemplated therein (including the proposed annual caps). Since additional time is required to further finalise the relevant figures and information in relation to the Continuing Connected Transactions, the board of directors of the Company (the “**Board**”) has, after careful consideration, decided to cancel the resolution in respect of the Continuing Connected Transactions that was intended to be considered at the EGM. A separate resolution will be submitted at the next general meeting for consideration after such figures and information are finalised and reviewed by the Board, and the relevant circular is expected to be despatched on a date falling on or before 11 February 2020.

In accordance with the applicable laws such as the Company Law of the PRC and the Rules of General Meetings of Listed Companies and the requirements under the Articles of Association of the Company, the Company shall make adjustments to the resolutions of the EGM in relation to cancellation of resolution. Details of the adjustments are as follows:

Cancelled resolution

No.	Resolution
3.	To consider and approve the resolution in relation to the 2020-2022 Framework Agreement relating to the Continuing Connected Transactions for the period from 1 January 2020 to 31 December 2022 and the transactions contemplated thereunder including the Proposed Annual Caps.

Apart from the cancellation of the aforesaid resolution, the other resolutions in the Original EGM Notice (as supplemented by the First Supplemental EGM Notice) remain unchanged.

After integrating the above adjustments to the EGM resolutions, the resolutions to be submitted to the EGM to be convened on 24 December 2019 for consideration and approval are as follows:

No.	Resolutions
Special Resolution	
1.	To consider and approve the resolution on the revision of certain articles of the Articles of Association.
Ordinary Resolution	
2.	To consider and approve the resolution on the connected transaction in relation to the entering into the Land Resumption Compensation Agreement by the Company's holding subsidiary.

The second supplemental notice of the EGM (the “**Second Supplemental EGM Notice**”) containing the above adjusted resolutions, together with a copy of proxy form applicable to the EGM (the “**Second Revised Proxy Form**”), are to be despatched to the holders of H Shares by 9 December 2019, and a circular containing details of resolutions to be submitted to the EGM shall be despatched to the holders of H Shares on 9 December 2019.

If any shareholder has submitted his/her proxy forms published on 7 November 2019 and/or 18 November 2019 (the “**Previous Proxy Forms**”) to Hong Kong Registrars Limited, the Company’s H share registrar, such Previous Proxy Forms shall be deemed void, cancelled and withdrawn. Holders of H Shares must complete the Second Revised Proxy Forms in accordance with the instructions printed thereon and deliver them to the Company’s H share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and at any event not less than 24 hours before the time scheduled for the holding of the EGM (i.e. 10:00 a.m., 23 December 2019). Special arrangement in respect of the completion and delivery of the Second Revised Proxy Form is also set out in the Second Supplemental EGM Notice. Holders of H Shares having appointed or intending to appoint a proxy to attend the EGM are cautioned to pay attention to such special arrangement set out therein.

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

Guangzhou, 9 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.