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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)**

**SECOND SUPPLEMENTAL NOTICE OF  
THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019**

Reference is made to the notice (the “**Original EGM Notice**”) of the second extraordinary general meeting of 2019 (“**EGM**”) of CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) dated 7 November 2019, the supplemental notice of the EGM dated 18 November 2019 (the “**First Supplemental EGM Notice**”), the announcement dated 6 December 2019 in relation to the postponement of the EGM and the announcement dated 9 December 2019 in relation to the adjustments to the resolutions of the EGM.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the EGM will be held at Conference Room, 15/F Shipping Building, 137 Gexin Road, Haizhu District, Guangzhou, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Tuesday, 24 December 2019 (or any adjournment thereof) to consider and, if thought fit, pass the following resolutions:

**SPECIAL RESOLUTION**

1. To consider and approve the resolution on the revision of certain articles of the Articles of Association. *(Note 1)*

**ORDINARY RESOLUTION**

2. To consider and approve the resolution on the connected transaction in relation to the entering into of the Land Resumption Compensation Agreement by the Company’s holding subsidiary. *(Note 1)*

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.*

*Notes:*

1. Adjustments have been made to the resolutions under the Original EGM Notice (as supplemented by the First Supplemental EGM Notice). For details of the resolutions to be considered at the EGM and other relevant matters, please refer to the announcements of the Company dated 7 November 2019, 18 November 2019 and 9 December 2019 published on the website of The Stock Exchange of Hong Kong Limited and the circular to be dispatched by the Company in due course.
2. Since the proxy forms for the EGM enclosed with the Original EGM Notice dated 7 November 2019 and the First Supplemental EGM Notice dated 18 November 2019 (the “**Previous Proxy Forms**”) have been deemed void, cancelled and withdrawn, a new proxy form (the “**Second Revised Proxy Form**”) has been prepared and is enclosed with this supplemental notice.
3. The Second Revised Proxy Form for use at the EGM is enclosed and published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([comec.cssc.net.cn](http://comec.cssc.net.cn)). Whether or not you intend to attend the EGM, you are requested to complete the accompanying Second Revised Proxy Form in accordance with the instructions printed thereon and return the same 24 hours before the time for holding the EGM or any adjournment thereof (as the case maybe).
4. Shareholders are reminded that completion and return of the Second Revised Proxy Form will not preclude them from attending and voting in person at the EGM or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Shareholders are reminded to refer to other notes contained in the Original EGM Notice (as supplemented by the First Supplemental EGM Notice).
6. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the announcements of the Company dated 7 November 2019, 18 November 2019 and 9 December 2019.