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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)

**SUPPLEMENTAL NOTICE OF
THE FIRST EXTRAORDINARY GENERAL MEETING OF 2019
TO BE HELD ON WEDNESDAY, 23 OCTOBER 2019**

Reference is made to the notice (the “**Original EGM Notice**”) of the first extraordinary general meeting of 2019 (the “**EGM**”) of CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) dated 14 August 2019, the announcement dated 12 September 2019 in relation to the delay in convening of the EGM, and the announcement dated 16 September 2019 in relation to the adjustments to the resolutions of the first extraordinary general meeting of 2019.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM of the Company 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 Wednesday, 23 October 2019 (or any adjournment thereof) to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

- 1 Resolution on the increase of registered capital and shareholding structure adjustments of GSI, a subsidiary, and the related transaction
- 2 Resolution on the increase of registered capital and shareholding structure adjustments of Huangpu Wenchong, a subsidiary, and the related transaction

SPECIAL RESOLUTIONS

- 3 Resolution on the adjustments to the Major Asset Restructuring and such adjustments that constituted as significant adjustments
- 4 Resolution on the Major Asset Disposal that constituted a related transaction
- 5 Resolution on the specifics of the Major Asset Disposal and the related transaction

- 6 Resolution that the Major Asset Disposal of CSSC Offshore & Marine Engineering (Group) Company Limited (中船海洋與防務裝備股份有限公司) complies with relevant laws and regulations
- 7 Resolution on the Report on the Major Asset Disposal and the Related Transaction of CSSC Offshore & Marine Engineering (Group) Company Limited (Draft) (Amendment) (《中船海洋與防務裝備股份有限公司重大資產出售暨關聯交易報告書(草案)(修訂稿)》) and its excerpt
- 8 Resolution on signing the Conditional Agreement on the Acquisition of Part of the Equity Interests in Guangzhou Shipyard International Company Limited by China State Shipbuilding Corporation Limited by way of Issuance of Shares to CSSC Offshore & Marine Engineering (Group) Company Limited (《中國船舶工業股份有限公司向中船海洋與防務裝備股份有限公司發行股份購買廣船國際有限公司部分股權之附條件生效協議》)
- 9 Resolution on signing the Supplemental Agreement to the Conditional Agreement on the Acquisition of Part of the Equity Interests in Guangzhou Shipyard International Company Limited by China State Shipbuilding Corporation Limited by way of Issuance of Shares to CSSC Offshore & Marine Engineering (Group) Company Limited (《中國船舶工業股份有限公司向中船海洋與防務裝備股份有限公司發行股份購買廣船國際有限公司部分股權之附條件生效協議之補充協議》)
- 10 Resolution that the Major Asset Disposal complies with the requirements of Article 4 of the Provisions on Issues Concerning Regulating the Material Asset Restructuring of Listed Companies
- 11 Resolution on the Major Asset Disposal not constituting as restructuring and listing under Article 13 of the Administrative Measures for the Material Asset Reorganisation of Listed Companies
- 12 Resolution on relevant entities involved in the Restructuring are not subject to restriction from participating major asset restructuring by any listed companies pursuant to Article 13 of the Interim Provisions on Strengthening the Supervision over Abnormal Stock Trading Related to the Material Asset Restructuring of Listed Companies
- 13 Resolution that the Major Asset Disposal complies with Article 11 of the Administrative Measures for the Material Asset Reorganisation of Listed Companies
- 14 Resolution on the pricing basis of assets under the Major Asset Disposal and its fairness and reasonableness
- 15 Resolution on the approval of the audit report, pro forma report and valuation report in relation to the Major Asset Disposal

- 16 Resolution on the independence of the valuer, the reasonableness of the assumption of the valuation, the relevance of valuation methods and valuation objectives, as well as the fairness of estimated pricing
- 17 Resolution on the completeness and compliance of the legal procedures of the restructuring and the validity of the submitted legal documents

ORDINARY RESOLUTION

- 18 Resolution on the non-exercise of Right of First Refusal and the related transaction

SPECIAL RESOLUTION

- 19 Resolution on the general meeting granting full authorisation to the board of directors and the management to deal with matters relating to the Major Asset Disposal

ORDINARY RESOLUTIONS (CUMULATIVE VOTING)

- 20.00 Resolution on the election of supervisor of the Company
- 20.01 Resolution on the election of Mr. Jin Xuejian as a supervisor of the Company

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

Guangzhou, 16 September 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 Directors 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. 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 August 2019 and 16 September 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 form for the EGM enclosed with the Original EGM Notice dated 14 August 2019 (the “Previous Proxy Form”) has been deemed void, cancelled or withdrawn, a new proxy form (the “Revised Proxy Form”) has been prepared and is enclosed with this supplemental notice.
3. The Revised Proxy Form for use at the EGM is enclosed with this supplemental notice and published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (comec.cssc.net.cn). Whether or not you will attend the EGM, you are requested to complete the accompanying Revised Proxy Form in accordance with the instructions printed thereon and return the same 24 hours before the time for holding the EGM (i.e. before 10:00 a.m. on 22 October 2019) or any adjournment thereof (as the case maybe).
4. Shareholders are reminded that completion and return of the 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 applicable notes contained in the Original EGM Notice.
6. Cumulative voting will be adopted for the above resolution No. 20.01. For details, please refer to the Revised Proxy Form for use at the EGM enclosed with this supplemental notice.
7. Unless otherwise stated, capitalized terms used herein shall have the same meanings as defined in the announcements of the Company dated 7 August 2019, 12 September 2019 and 16 September 2019.