



**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)

**Proxy Form**

**For Use at the First Extraordinary General Meeting to be held on Monday, 30 September 2019**

The number of shares to which this proxy form relates <sup>(1)</sup>	H shares
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I/We \_\_\_\_\_ of \_\_\_\_\_ hereby appoint the Chairman of the First Extraordinary General Meeting of 2019 or<sup>(2)</sup> Mr./Ms. \_\_\_\_\_ as my/our proxy to attend and vote on behalf of me/us at the First Extraordinary General Meeting of 2019 (the "Meeting") of CSSC Offshore & Marine Engineering (Group) Company Limited (the "Company") to be held at Conference Room, 15/F Shipping Building, 137 Gexin Road, Haizhu District, Guangzhou, The People's Republic of China at 10:00 a.m. on Monday, 30 September 2019 or at any adjournment thereof.

No.	Ordinary Resolutions	Voting instruction		
		For <sup>(3)</sup>	Against <sup>(3)</sup>	Abstain <sup>(3)</sup>
1.	To consider and approve the resolution on the adjustments to the Major Asset Restructuring and such adjustments that constituted as significant adjustments			
2.	To consider and approve the resolution on the Major Asset Disposal that constituted as a related transaction			
3.	To consider and approve the 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			
4.	To consider and approve the resolution on the specifics of the Major Asset Disposal and the related transaction			
5.	To consider and approve the resolution on the "Report on the Major Asset Disposal and the Related Transaction of CSSC Offshore & Marine Engineering (Group) Company Limited (Draft)" (《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)》) and its excerpts			
6.	To consider and approve the 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》)			
7.	To consider and approve the 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			
8.	To consider and approve the 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			
9.	To consider and approve the 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			
10.	To consider and approve the resolution that the Major Asset Disposal complies with Article 11 of the Administrative Measures for the Material Asset Reorganisation of Listed Companies			
11.	To consider and approve the resolution on the pricing basis of assets under the Major Asset Disposal and its fairness and reasonableness			
12.	To consider and approve the resolution on the audit report, pro forma report and valuation report in relation to the Major Asset Restructuring			
13.	To consider and approve the 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			
14.	To consider and approve the resolution on the completeness and compliance of the legal procedures of the restructuring and the validity of the submitted legal documents			
15.	To consider and approve the 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			
16.	To consider and approve the resolution on the non-exercise of Right of First Refusal and the related transaction			
17.00	Election of supervisor of the Company			
17.01	To consider and approve the resolution on the election of supervisor of the Company			

Signature of Appointor<sup>(4)</sup> \_\_\_\_\_ Identity card number of Appointor: \_\_\_\_\_

Number of shares held by Appointor: \_\_\_\_\_ Shareholder account number of Appointor: \_\_\_\_\_

Signature of Proxy: \_\_\_\_\_ Identity card number of Proxy: \_\_\_\_\_

Date of appointment: \_\_\_\_\_ 2019

**Notes:**

- Please fill in the number of shares registered under your name and to which the proxy relates. If no such number is filled, this form of proxy will be deemed to relate to all the shares in the Company registered under your name.
- Please delete "the Chairman of the First Extraordinary General Meeting of 2019 or" and insert the name of proxy appointed if the chairman of the meeting is not appointed as your proxy.
- If you wish to vote for any resolution, please tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". If you wish to abstain from voting on any resolution, tick in the box marked "Abstain". Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. The shares abstained will be counted in the calculation of the required majority. If no direction is given, your proxy may vote at his/her discretion. Unless you direct in the proxy form, the proxy will also be entitled to vote at his/her discretion for any resolution duly put to the Meeting other than those set out in the notice of the Meeting. You should give your opinion as any one of the following: "For", "Against" or "Abstained". Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast will be deemed as having waived your voting rights, and the corresponding poll will be counted as "Abstained".
- The form of proxy must be signed by you or your attorney duly authorized in writing, or if the shareholder is a company, signed either under seal or under the hand of an officer or attorney duly authorized.
- In order to be valid, please lodge this proxy form together with the notarized power of attorney or other documents of authorization (if any) under which it is signed (in case of holders of A shares) to the Company's registered address not less than 24 hours before the time scheduled for the holding of the Meeting (or any adjournment thereof). Holders of H-shares must deliver completed proxy forms and other authorization documents (if any) to the Company's H-share registrars, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time scheduled for the holding of the Meeting (or any adjournment thereof).
- Despite cumulative voting will be applied for resolution number 17.00 above, there will be no difference between the voting of such resolution and those applying normal voting as there is only one sub-resolution under resolution number 17.00.
- If you have completed and duly returned the form of proxy sent together with the notice of the Meeting dated 9 August 2019 (the "Original Proxy Form") by the Company, you must pay attention to the following:
  - If this revised form of proxy is not completed and duly returned, or if this revised form of proxy is returned less than 24 hours before the time appointed for holding the Meeting (or any adjournment thereof), and the Original Proxy Form has been correctly completed and returned, then the Original Proxy Form will be deemed as the valid proxy form returned by you.
  - If this revised form of proxy is completed and returned not less than 24 hours before the time appointed for holding the Meeting (or any adjournment thereof), then this revised form of proxy shall supersede and replace the Original Proxy Form previously returned by you. This revised form of proxy, if correctly completed, will be deemed as the valid proxy form returned by you.