



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)

Revised Proxy Form for the First Extraordinary General Meeting to be held on Wednesday, 23 October 2019

The number of shares to which this proxy form relates⁽¹⁾

H shares

I/We _____
of _____

hereby appoint the Chairman of the First Extraordinary General Meeting of 2019 or⁽²⁾ Mr./Ms. _____ to attend and vote on behalf of me/us at the First Extraordinary General Meeting of 2019 (the "EGM" or "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 Wednesday, 23 October 2019 or at any adjournment thereof.

No.	Ordinary resolutions	Voting instruction		
		For ⁽³⁾	Against ⁽³⁾	Abstain ⁽³⁾
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 Wencong, 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			

No.	Ordinary resolution	Voting instruction		
		For ⁽³⁾	Against ⁽³⁾	Abstain ⁽³⁾
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)⁽⁸⁾				
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			

Signature of Appointor⁽⁴⁾: _____

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.
- Please provide your voting instruction to your proxy in respect of the resolution. 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 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 EGM (or any adjournment thereof) (i.e. before 10:00 a.m. on 22 October 2019). 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, no later than the closing time of the EGM (or any adjournment thereof).
- Attention: The proxy form of the Original EGM Notice dated 14 August 2019 has been deemed void, cancelled or withdrawn.**
- 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.
- It should be noted that the Company will adopt cumulative voting for the voting in relation to the above resolution No. 20.10 and the calculation of the voting result. Please fill in the "cumulative voting" column in accordance with the following instructions:
 - No ballot will be cast "For", "Against" or "Abstain" in cumulative voting. You are requested to fill in the corresponding number of votes in the "cumulative voting" column against the name of each candidate. The lowest number of votes will be nil and the highest will be the maximum votes under the resolution and unnecessarily the integral multiples of the number of shares held by you. If you mark "✓" in the column against the name of each candidate, it will be deemed to cast your total votes equally among the corresponding candidates.
 - Where the votes cast for a particular candidate for director or supervisor of the Company are more than half of the total number of shares held by all shareholders attending (before cumulating), such candidate shall be elected as a director or a supervisor.
 - For explanations of the additional voting under the "cumulative voting system" adopted for the above resolution No. 20.01, please see Annex I.

ANNEX I EXPLANATION ON THE CUMULATIVE VOTING SYSTEM ADOPTED FOR THE ELECTION OF DIRECTORS, INDEPENDENT DIRECTORS AND SUPERVISORS

1. The elections of candidates for directors, independent directors and supervisors at the general meeting are numbered as groups of resolutions separately. Investors shall cast their votes for each candidate under each resolution group.
2. The number of declared shares represents the number of votes. For each group of resolutions, the total number of votes to which a shareholder is entitled for each share he/she holds shall be equal to the number of directors or supervisors to be elected within the corresponding groups of resolutions. If a shareholder holds 100 shares of the Company, and the number of directors to be elected at the general meeting is 11, the shareholder shall be entitled to a total number of 1,100 votes in respect of the group of resolutions on the election of the board of directors.
3. Shareholders shall vote in accordance with the limitation of number of votes in each group of resolutions. Shareholders may cast their votes at their own discretion for one candidate or for more than one candidate in any combination. When the voting is completed, votes shall be calculated in aggregate according to each of the resolutions.
4. Example:

The re-election of the Board and Supervisory Committee at the general meeting of a listed company adopts cumulative voting. Number of Directors to be elected is 5, while there are 6 candidates for the election of Directors; number of independent Directors to be elected is 2, while there are 3 candidates for the election of independent Directors; number of Supervisor to be elected is 2, while there are 3 candidates for the election of Supervisors. Matters needs to be voted are as below:

Resolutions adopting cumulative voting		
4.00	Resolution in relation to the election of the directors	Votes
4.01	e.g. Chan X X	
4.02	e.g. Chiu X X	
4.03	e.g. Jiang X X	
.....	
4.06	e.g. Song X X	
5.00	Resolution in relation to the election of the independent directors	Votes
5.01	e.g. Cheung X X	
5.02	e.g. Wong X X	
5.03	e.g. Yeung XX	
6.00	Resolution in relation to the election of the supervisors	Votes
6.01	e.g. Lee XX	
6.02	e.g. Chan XX	
6.03	e.g. Wong XX	

An investor held 100 Shares of the company upon close of trading on the Record Date. Under the cumulative voting, he (she) shall be entitled to voting rights of 500 Shares in Resolution No. 4.00 “Resolution in relation to the election of the directors”, voting rights of 200 Shares in Resolution No. 5.00 “Resolution in relation to the election of the independent directors”, and voting rights of 200 Shares in Resolution No. 6.00 “Resolution in relation to the election of the supervisors”.

Such investor may cast his/her 500 votes on resolution No. 4.00 at his/her own discretion for one candidate or for more than one candidate in any combination within the limitation of 500.

As shown in the table:

No.	Name of Resolution	Number of votes			
		Method 1	Method 2	Method 3	Method ...
4.00	Resolution in relation to the election of the directors	–	–	–	–
4.01	e.g. Chan X X	500	100	100	
4.02	e.g. Chiu X X	0	100	50	
4.03	e.g. Jiang X X	0	100	200	
.....	
4.06	e.g. Song X X	0	100	50	