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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 2018

Reference is made to the notice (the “**Original EGM Notice**”) of the first extraordinary general meeting of 2018 of CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) dated 15 December 2017. The first extraordinary general meeting of 2018 of the Company will be held at the Conference Room of the Company at 40 South Fangcun Main Road, Liwan District, Guangzhou, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. on Tuesday, 30 January 2018 (or any adjournment thereof) (the “**EGM**”).

On 28 December 2017, the Company received a letter from China State Shipbuilding Corporation Limited, the controlling shareholder of the Company which holds directly and indirectly 59.97% of the shares of the Company, regarding the resolutions on the election of new session of board of directors and supervisory committee of the Company (the “**Proposed New Resolutions**”).

Pursuant to the articles of association of the Company and the relevant requirements under the Company Law of the PRC which stipulates that “shareholder(s) individually or in aggregate holding more than 5% of the shares of the Company shall have the right to propose additional resolution(s) prior to the general meeting”, the Company will present the Proposed New Resolutions as ordinary resolutions for shareholders’ consideration and approval at the EGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM, which will be held on the same date, at the same time and at the same place as originally scheduled in the Original EGM Notice, will consider and, if thought fit, pass the following supplemental resolutions as ordinary resolutions in addition to the resolutions set out in the Original EGM Notice:

ORDINARY RESOLUTIONS

2. To consider and approve the resolutions on the election of executive directors and non-executive directors of the Company;
 - 2.01. To consider and approve the resolution on the election of Mr. Han Guangde as an executive director of the Company;
 - 2.02. To consider and approve the resolution on the election of Mr. Chen Zhongqian as an executive director of the Company;
 - 2.03. To consider and approve the resolution on the election of Mr. Chen Liping as an executive director of the Company;
 - 2.04. To consider and approve the resolution on the election of Mr. Xiang Huiming as an executive director of the Company;

- 2.05. To consider and approve the resolution on the election of Mr. Chen Ji as an executive director of the Company;
- 2.06. To consider and approve the resolution on the election of Mr. Yang Li as a non-executive director of the Company;
- 2.07. To consider and approve the resolution on the election of Mr. Shi Jun as a non-executive director of the Company;
3. To consider and approve the resolutions on the election of independent non-executive directors of the Company;
 - 3.01. To consider and approve the resolution on the election of Mr. Wang Yichu as an independent non-executive director of the Company;
 - 3.02. To consider and approve the resolution on the election of Mr. Min Weiguo as an independent non-executive director of the Company;
 - 3.03. To consider and approve the resolution on the election of Mr. Liu Renhuai as an independent non-executive director of the Company;
 - 3.04. To consider and approve the resolution on the election of Mr. Yu Shiyong as an independent non-executive director of the Company;
4. To consider and approve the resolutions on the election of supervisors of the Company;
 - 4.01. To consider and approve the resolution on the election of Mr. Wu Guangjun as a supervisor of the Company;
 - 4.02. To consider and approve the resolution on the election of Mr. Zhu Zhengfu as a supervisor of the Company;
 - 4.03. To consider and approve the resolution on the election of Mr. Fu Xiaosi as a supervisor of the Company.

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

Guangzhou, 2 January 2018

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. Xiang Huiming and Mr. Chen Ji, non-executive Directors Mr. Yang Li and Mr. Wang Guozhong and independent non-executive Directors Mr. Song Dejin, Mr. Zhu Mingyou, Mr. Wang Yichu and Mr. Min Weiguo.

Notes:

1. Save for the proposed new ordinary resolutions, there are no other changes to the resolutions set out in 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 15 December 2017 and 2 January 2018 published on the website of The Stock Exchange of Hong Kong Limited and the website of the Company 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 15 December 2017 (the “**First Proxy Form**”) does not contain the additional resolutions set out in this supplemental notice, 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 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 intend to 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 or any adjournment thereof (as the case maybe) (i.e. before 10:00 a.m. on 29 January 2018) (the “**Closing Time**”).
4. Attention: A shareholder who has lodged the First Proxy Form with the Company or the Company’s H share registrar should note that:
 - (1) the completed Revised Proxy Form will be treated as the valid proxy form lodged by such shareholder;
 - (2) if such shareholder fails to lodge the Revised Proxy Form with the Company or the Company’s H share registrar, Hong Kong Registrars Limited, the lodged First Proxy Form, if duly completed, will remain effective and applicable to the extent permissible. For the additional resolutions not set out in the First Proxy Form, the proxy appointed under the First Proxy Form shall have the right to vote at his/her discretion if no relevant instruction is received;
 - (3) any Revised Proxy Form which is lodged with the Company or the Company’s H share registrar after the Closing Time shall be invalid. Any vote that may be cast by the purported proxy/proxies (whether appointed under the First Proxy Form or the Revised Proxy Form) will not be counted in any poll taken on a proposed resolution. Accordingly, shareholders are advised to lodge the Revised Proxy Form before the Closing Time.
5. Shareholders are reminded that completion and return of the Revised Proxy Form will not preclude them from attending and voting in person at the First Extraordinary General Meeting of 2018 or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Shareholders are reminded to refer to other notes contained in the Original EGM Notice.
7. Unless otherwise stated, capitalized terms used herein shall have the same meanings as defined in the announcements of the Company dated 15 December 2017 and 2 January 2018.