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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)

**NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019
TO BE HELD ON MONDAY, 23 DECEMBER 2019
AND CLOSURE OF REGISTERS OF MEMBERS**

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of 2019 (the “**EGM**”) of CSSC Offshore & Marine Engineering (Group) Company Limited (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 Monday, 23 December 2019, at which the following matter will be proposed for consideration:

SPECIAL RESOLUTION

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

In order to determine the shareholders of overseas listed foreign shares (“**H Shares**”) entitled to attend the EGM, the register of members of Shares of the Company will be closed from 24 November 2019 to 23 December 2019 (both days inclusive). Holders of H Shares who have lodged the duly completed transfer documents accompanied by the relevant share certificates with the Company’s H share registrar, Hong Kong Registrars Limited, at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong by 4:30 p.m. on 22 November 2019, the transferee but not the transferor shall be regarded as holder of the relevant H Shares and will be entitled to attend and vote at the EGM.

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

Guangzhou, 7 November 2019

As at the date of this notice, 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 Shiyu.

Notes:

1. For details of the resolution, please refer to the announcement published by the Company on 7 November 2019 and the circular to be published by the Company.
2. Shareholders who intend to attend the EGM are requested to send a written reply, whether in person, by post, by cable or by fax to the Company (contact address: 15th Floor, Ship Building, No.137 Gexin Road, Haizhu District, Guangzhou, the PRC) at least 20 days before the EGM (i.e. before 3 December 2019). Completion and return of such written reply will not preclude the shareholders who are entitled from attending the EGM.
3. Any shareholder who is entitled to attend and vote at the EGM has the right to appoint one or more proxies to do so on behalf of himself, and the proxy need not be a shareholder of the Company. In order to ensure validity, a completed proxy form and other authorization documents (if any) must be delivered to the registered office of the Company not less than 24 hours before the time scheduled for the holding of the EGM. Holders of H shares must deliver completed proxy forms and other authorization documents (if any) to the Company's H share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the proxy form will not preclude the shareholders from attending and voting in person at EGM should they so wish.
4. All resolution(s) at the EGM will be voted on by poll.
5. Shareholders and proxies must show their identification documents when attending the EGM.
6. The EGM will last for half a day. Shareholders and proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.
7. The contact address of the Company: Board of Directors' Office of CSSC Offshore & Marine Engineering (Group) Company Limited, 15/F Shipping Building, 137 Gexin Road, Haizhu District, Guangzhou, the PRC.

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