



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 of 2018

| | |
|--|----------|
| 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 2018 or⁽²⁾ Mr./Ms. _____ as my/our proxy to attend and vote on behalf of me/us at the First Extraordinary General Meeting of 2018 of CSSC Offshore & Marine Engineering (Group) Company Limited (the "Company"), to be held at the Conference Room of the Company at 40 South Fangcun Main Road, Liwan District, Guangzhou, the People's Republic of China at 10:00 a.m. on Tuesday, 30 January 2018 or at any adjournment thereof.

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.

| No. | Ordinary resolutions | Voting instruction | | |
|------|--|--------------------|------------------------|------------------------|
| | | For ⁽³⁾ | Against ⁽³⁾ | Abstain ⁽³⁾ |
| 1.00 | To consider and approve the resolution on the proposed introduction of investors for capital increase to certain subsidiaries of the Company | | | |
| 2.00 | 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 | | | |
| 3.00 | To consider and approve the resolution 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 | | | |

| No. | Ordinary resolutions | Voting instruction | | |
|------|--|--------------------|------------------------|------------------------|
| | | For ⁽³⁾ | Against ⁽³⁾ | Abstain ⁽³⁾ |
| 4.00 | 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 | | | |

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: _____ 2018

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 proxy form 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 2018 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 proxy form 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 First Extraordinary General Meeting of 2018 (or any adjournment thereof) (i.e. before 10:00 a.m. on 29 January 2018). 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 First Extraordinary General Meeting of 2018 (or any adjournment thereof) (i.e. before 10:00 a.m. on 29 January 2018) (the “**Closing Time**”).
- Attention: A shareholder who has not yet lodged the proxy form for the First Extraordinary General Meeting of 2018 enclosed with the notice of the shareholders’ meeting of the Company dated 15 December 2017 (the “**First Proxy Form**”) with the Company or the Company’s H share registrar is requested to lodge this proxy form (the “**Revised Proxy Form**”) if he/she/it wishes to appoint proxy/proxies to attend the First Extraordinary General Meeting of 2018 on his/her/its behalf. In this case, the First Proxy Form should not be lodged with the Company or the Company’s H share registrar.
- Attention: A shareholder who has lodged the First Proxy Form with the Company or the Company’s H share registrar should note that:
 - the completed Revised Proxy Form will be treated as the valid proxy form lodged by such shareholder;
 - 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;
 - 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.
- 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.