



# 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 Second Extraordinary General Meeting of 2017

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 Second Extraordinary General Meeting of 2017 or<sup>(2)</sup> Mr./Ms. \_\_\_\_\_ as my/our proxy to attend and vote on behalf of me/us at the second extraordinary general meeting of 2017 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 Wednesday, 27 December 2017 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 10 November 2017 and 17 November 2017.

No.	Special resolution	Voting instruction		
		For <sup>(3)</sup>	Against <sup>(3)</sup>	Abstain <sup>(3)</sup>
1	To consider and approve the resolution on the amendment to certain provisions of the Articles of Association			
No.	Ordinary resolutions	Voting instruction		
		For <sup>(3)</sup>	Against <sup>(3)</sup>	Abstain <sup>(3)</sup>
2	To consider and approve the resolution on the Company's proposed application for the continuous suspension of trading in the A shares of the Company			
3	To consider and approve the resolution on the connected transaction in relation to the non-exercise of the Right of First Refusal to acquire 51% equity interests in GSI Yangzhou			
4	To consider and approve the resolution on the formulation of the proposal for the remuneration of the ninth session of directors, supervisors and senior management of the Company			
5	To consider and approve the resolution on the connected and discloseable transaction in relation to the entering into the Relocation Arrangement Agreement			
6	To consider and approve the resolution on the proposed introduction of third-party investors for capital increase to certain subsidiaries 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: \_\_\_\_\_ 2017

*Notes:*

1. 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.
2. Please delete “the Chairman of the Second Extraordinary General Meeting of 2017 or” and insert the name of proxy appointed if the chairman of the meeting is not appointed as your proxy.
3. 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.
4. 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.
5. 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 Second Extraordinary General Meeting of 2017 (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 Second Extraordinary General Meeting of 2017 (or any adjournment thereof) (i.e. before 10:00 a.m. on 26 December 2017) (the “**Closing Time**”).
6. Attention: A shareholder who has not yet lodged the proxy form for the Second Extraordinary General Meeting of 2017 enclosed with the notice of the shareholders’ meeting of the Company dated 10 November 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 Second Extraordinary General Meeting of 2017 on its/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.
7. 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.
8. Shareholders are reminded that completion and return of the Revised Proxy Form will not preclude them from attending and voting in person at the Second Extraordinary General Meeting of 2017 or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.