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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 FIRST EXTRAORDINARY GENERAL MEETING OF 2016 AND CLOSURE OF REGISTERS OF MEMBERS

NOTICE IS HEREBY GIVEN that the First Extraordinary General Meeting of 2016 (“**EGM**”) of CSSC Offshore & Marine Engineering (Group) Company Limited (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 2:30 p.m. on Wednesday, 10 August 2016 at which the following matters will be proposed for consideration:

SPECIAL RESOLUTION

1. To consider and approve the resolution in relation to the revision of certain provisions of the Rules of Procedure for the Supervisory Committee (Note 1);

ORDINARY RESOLUTIONS

2. To consider and approve the resolution in relation to the appointment of auditors for the financial report for the year 2016 (Note 2);
3. To consider and approve the resolutions in relation to the election of directors of the Company:
 - 3.01 To consider and approve the resolution in relation to the election of Mr. Chen Liping as an executive director of the Company (Note 2); and
 - 3.02 To consider and approve the resolution in relation to the election of Mr. Chen Ji as an executive director of the Company (Note 2).
4. To consider and approve the resolution in relation to the election of supervisors of the Company:
 - 4.01 To consider and approve the resolution in relation to the election of Mr. Wu Guangjun as a supervisor of the Company (Note 2).

Pursuant to the articles of association of the Company, no registration of transfers will be made within 30 days prior to the holding of the EGM. In order to determine the shareholders of overseas listed foreign shares (“**H Shares**”) entitled to attend the EGM, the register of members H Shares of the Company will be closed from 12 July 2016 to 10 August 2016 (both days inclusive). For duly completed transfer documents accompanied by their relevant share certificates lodged with the Company’s H share registrar, Hong Kong Registrars Limited, at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on 11 July 2016, 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 and Engineering (Group) Company Limited
Shi Weidong
Joint Company Secretary

Guangzhou, 24 June 2016

As at the date of this announcement, the Board comprises nine Directors, namely executive Directors Mr. Han Guangde, Mr. Chen Zhongqian and Mr. Xiang Huiming, 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. For details of the proposed resolution, please refer to the circular (the “**Circular**”) to be issued by the Company on 22 July 2016.
2. For details of the proposed resolution(s), please refer to the Circular.
3. 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 registered office of the Company at least 20 days before the EGM (i.e. before 20 July 2016). Completion and return of such written reply will not preclude the shareholders from attending the EGM in person.
4. 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 needs not be a shareholder of the Company. In order to ensure validity, holders of A Shares must deliver the completed proxy form and other authorization documents (if any) 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 the 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 not less than 24 hours before the time scheduled for the holding of the EGM. A shareholder who has completed and delivered a proxy form can still attend the EGM and vote in person.
5. Resolutions to be proposed at the EGM will be voted by way of poll. In accordance with article 97 of the articles of association of the Company, the voting in respect of the election of directors and supervisors at the EGM will be conducted by way of cumulative voting.
6. Shareholders and proxies must show their identification documents when attending the EGM.
7. The EGM is expected to last for half a day. Shareholders and proxies attending the EGM shall be responsible for their own travel and accommodation expenses.
8. The registered office of the Company is at the Board’s Office of CSSC Offshore & Marine Engineering (Group) Company Limited at 40 South Fangcun Main Road, Liwan District, Guangzhou, the PRC (Postal code: 510382).

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