



# 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)

## Proxy Form

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 First Extraordinary General Meeting of 2016 or<sup>(2)</sup> Mr./Ms. \_\_\_\_\_ as my/our proxy to attend and vote on behalf of me/us at the first extraordinary general meeting of 2016 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 2:30 p.m. on Wednesday, 10 August 2016 or at any adjournment thereof.

No.	Special resolution	Voting instruction		
		For <sup>(3)</sup>	Against <sup>(3)</sup>	Abstain <sup>(3)</sup>
1	To consider and approve the resolution in relation to the revision of certain provisions of the Rules of Procedure for the Supervisory Committee			
<b>No.</b>	<b>Ordinary resolutions</b>			
2	To consider and approve the resolution in relation to the appointment of auditors for the financial report for the year 2016			
3	To consider and approve the resolution 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			
	3.02 To consider and approve the resolution in relation to the election of Mr. Chen Ji as an executive director of the Company			
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			

Signature of Appointor<sup>(5)</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: \_\_\_\_\_ 2016.

### 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 form of proxy 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 2016 or" and insert the name of proxy appointed if the chairman of the meeting is not appointed as your proxy.
- 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 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.
- 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 2016 (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 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 First Extraordinary General Meeting of 2016 (or any adjournment thereof).