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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **CSSC Offshore & Marine Engineering (Group) Company Limited**, you should at once hand this circular, together with the Proxy Form, to the purchaser(s) or the transferee(s) or to the bank manager, licensed securities dealer or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**PROFIT DISTRIBUTION PROPOSAL FOR THE  
FIRST HALF-YEAR OF 2024;  
ELECTION OF SUPERVISOR; AND  
NOTICE OF THE SECOND EGM OF 2024**

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Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as defined in the “Definitions” section of this circular.

The EGM will be held at the conference room of the Company at 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, the PRC at 3:00 p.m. on Friday, 27 September 2024. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying proxy forms in accordance with the instructions printed thereon. As for the H Shareholders, the completed proxy forms and other authorization documents (if any) must be delivered to the H Share registrar of the Company, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong and in any event not less than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof, as the case may be, in order to be valid. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof, as the case may be, should you so wish.

6 September 2024

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

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| “A Share(s)”                           | domestic shares of the Company with nominal value of RMB1.00 each listed on the Shanghai Stock Exchange   |
| “Article of Association”               | the article of association of the Company   |
| “Board”                                | the board of Directors of the Company   |
| “China Shipbuilding Group”             | China State Shipbuilding Corporation (中國船舶集團有限公司). As at the Latest Practicable Date, China Shipbuilding Group controlled 827,278,590 Shares of the Company indirectly through China State Shipbuilding Corporation Limited (中國船舶工業集團有限公司), representing approximately 58.52% of the issued Shares of the Company, and was an indirect controlling shareholder of the Company |
| “China Marine Information Electronics” | China Marine Information Electronics Company Limited (中國船舶重工集團海洋防務與信息對抗股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600764)  |
| “COMEC” or “Company”                   | CSSC Offshore & Marine Engineering (Group) Company Limited, a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Hong Kong Stock Exchange and the A Shares of which are listed on the Shanghai Stock Exchange  |
| “controlling shareholder(s)”           | has the meaning ascribed to it under the Hong Kong Listing Rules  |
| “Director(s)”                          | the director(s) of the Company  |
| “EGM”                                  | the extraordinary general meeting to be convened by the Company on 27 September 2024 to consider and, if thought fit, approve, among others, (i) the profit distribution proposal for the first half-year of 2024; and (ii) the resolution of the election of the Supervisor by cumulative voting   |
| “Group”                                | the Company and its subsidiaries  |
| “H Share(s)”                           | overseas listed foreign shares of the Company listed on the Hong Kong Stock Exchange  |

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## DEFINITIONS

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| “Hong Kong”                            | the Hong Kong Special Administrative Region of the PRC   |
| “Hong Kong Listing Rules”              | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange  |
| “Hong Kong Stock Exchange”             | The Stock Exchange of Hong Kong Limited  |
| “Latest Practicable Date”              | 3 September 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “PRC”                                  | the People’s Republic of China   |
| “Remuneration and Appraisal Committee” | the remuneration and appraisal committee of the Board  |
| “RMB”                                  | Renminbi, the lawful currency of the PRC   |
| “SFO”                                  | Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong   |
| “Share(s)”                             | shares of RMB1.00 each in the share capital of the Company   |
| “Shareholder(s)”                       | holder(s) of the Shares  |
| “subsidiary(ies)”                      | has the meaning ascribed to it under the Hong Kong Listing Rules   |
| “substantial Shareholder(s)”           | has the meaning ascribed to it under the Hong Kong Listing Rules   |
| “Supervisor(s)”                        | members of the Supervisory Committee   |
| “Supervisory Committee”                | the supervisory committee of the Company   |
| “%”                                    | per cent.  |

*Certain figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as the currency conversion or percentage equivalents may not be an arithmetic sum of such figures. Any discrepancy in any table between totals and sums of amounts listed in this circular is due to rounding.*

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## LETTER FROM THE BOARD

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*Executive Director:*

Mr. Chen Liping

*Non-Executive Directors:*

Mr. Gu Yuan

Mr. Ren Kaijiang

Mr. Yin Lu

*Independent Non-Executive Directors:*

Mr. Lin Bin

Mr. Nie Wei

Mr. Li Zhijian

Ms. Xie Xin

*Registered Office:*

15th Floor  
No. 137 Gexin Road  
Haizhu District  
Guangzhou  
the PRC

*Post code:*

510250

6 September 2024

*To the H Shareholders*

Dear Sir or Madam,

**PROFIT DISTRIBUTION PROPOSAL FOR THE  
FIRST HALF-YEAR OF 2024;  
ELECTION OF SUPERVISOR; AND  
NOTICE OF THE SECOND EGM OF 2024**

**I. INTRODUCTION**

Reference is made to the announcements of the Company dated 2 August 2024 and 29 August 2024 in relation to, among others, the proposed appointment of a Supervisor and the profit distribution proposal for the first half-year of 2024, respectively.

The purpose of this circular is to provide you with further details in relation to the resolutions to be proposed at the EGM, namely, among others, (i) the profit distribution proposal for the first half-year of 2024; and (ii) election of a Supervisor by cumulative voting, so as to enable the Shareholders to make an informed decision when voting on relevant resolutions at the EGM.

**II. THE PROFIT DISTRIBUTION PROPOSAL FOR THE FIRST HALF-YEAR OF 2024**

An ordinary resolution will be proposed at the EGM for shareholders' consideration and approval of the profit distribution proposal for the first half-year of 2024 of the Company, details of which are as follows:

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## LETTER FROM THE BOARD

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As at 30 June 2024, the profit available for distribution of the parent company of the Company by the end of the period amounted to RMB1,099,029,403.72. The Company intends to distribute a cash dividend of RMB0.12 (tax inclusive) for every 10 Shares to all Shareholders. As at 30 June 2024, the total Share capital of the Company comprised 1,413,506,378 Shares, and on this basis, the total cash dividend of RMB16,962,076.54 (tax inclusive) is proposed to be distributed. The proportion of the cash dividend of the Company to the Company's net profit attributable to Shareholders of the Company for the period from January to June 2024 is 11.55%, and the remaining undistributed profit of RMB1,082,067,327.18 will be carried forward for distribution in future periods. The Company did not convert capital reserve into Share capital for the first half-year of 2024.

If the total Share capital of the Company changes prior to the record date for the registration of the distribution, the Company proposes to maintain the distribution ratio per Share unchanged and make adjustment to the total amount of distribution accordingly. The details of adjustments will be announced separately.

The aforesaid profit distribution proposal for the first half-year of 2024 was considered and approved by the Board on 29 August 2024. Subject to the approval of the Shareholders of the profit distribution proposal for the first half-year of 2024 at the EGM, the Company expects to complete the cash dividend distribution by 22 November 2024.

### III. THE ELECTION OF A SUPERVISOR

As disclosed in the announcement of the Company dated 2 August 2024, Mr. Chen Shuofan resigned from the positions of a Supervisor and the Chairman of the Supervisory Committee on that date due to work rearrangement. In accordance with the listing rules of Shanghai and Hong Kong and the relevant requirements of the Article of Association, the Company shall propose a candidate for the appointment of a new Supervisor.

At the sixth meeting of the eleventh session of the Supervisory Committee held on 2 August 2024, the Supervisory Committee passed a resolution intending to appoint Mr. Xu Wanxu (徐萬旭) as a candidate for the appointment of the Supervisor of the eleventh session of the Supervisory Committee for a term commencing from the date on which he is elected and up to the expiry of the eleventh session of the Supervisory Committee, and his remuneration will be determined in accordance with the Proposal for Remuneration for the Eleventh Session of Directors, Supervisors and Senior Management of COMEC (《中船防務第十一屆董事、監事及高級管理人員薪酬方案》).

The biographical details of Mr. Xu are set out below:

Mr. Xu Wanxu, male, aged 53, a master's degree researcher. He holds a master's degree in energy management from the Freeman School of Business at Tulane University in the United States of America. Mr. Xu served as a cadre of a unit of the East Sea Fleet of the Navy of the PRC; the deputy director of a submarine training centre of the Naval Submarine Academy; a regular cadre of the Naval Equipment Department; a first secretary of the Embassy of the PRC in the Russian Federation; an associate cadre of the Equipment Development Department of the Central Military Commission; assistant to the general manager of China Shipbuilding & Offshore International Co., Ltd.; the deputy general

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## LETTER FROM THE BOARD

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manager of China Shipbuilding Capital Limited; a supervisor of China State Shipbuilding Equipment and Materials Corporation Company Limited; the chairman of the Supervisory Committee of China Shipbuilding Group Environmental Development Co., Ltd.; and a supervisor of CSSC International Engineering Co., Ltd.. Mr. Xu is currently the chairman of the Supervisory Committee of China Marine Information Electronics.

As at the Latest Practicable Date, China Shipbuilding Group indirectly controlled 827,278,590 Shares of the Company through China State Shipbuilding Corporation Limited, accounting for 58.52% of the Company's issued Shares, and was an indirect controlling shareholder of the Company. Meanwhile, China Shipbuilding Industry Corporation, a wholly-owned subsidiary of China Shipbuilding Group, directly held and indirectly controlled through its wholly-owned subsidiaries an aggregate of approximately 66.91% equity interest in China Marine Information Electronics.

Save as disclosed above, Mr. Xu (i) did not hold any other position in the Company or other members of the Group or any position in other public companies in the past three years; (ii) does not have any relationships with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Subject to the approval of the Shareholders at the EGM, the Company will enter into a service contract with Mr. Xu. The annual remuneration of Mr. Xu, the candidate for the Supervisor, will be determined by the Remuneration and Appraisal Committee in accordance with his performance and time commitment, and the total amount of remuneration that he will personally receive from the Company shall not exceed the maximum level of remuneration for an executive Director or an employee representative Supervisor. The Company will disclose his remuneration as the Supervisor in the annual report for each year.

Save as disclosed above, and to the best of the knowledge, information and belief of the Supervisors having made all reasonable enquiries, there are no other matters in respect of the appointment of Mr. Xu that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Xu which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

#### **IV. EGM**

The EGM will be held at the conference room of the Company at 15th Floor, Marine Tower, No. 137 Gexin Road, Guangzhou, the PRC at 3:00 p.m. on Friday, 27 September 2024. The notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has a material interest in the resolutions to be proposed at the EGM and will abstain from voting at the EGM.

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## LETTER FROM THE BOARD

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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. The proxy need not be a Shareholder. To ensure validity, 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 Hopewell Center at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. A Shareholder who has completed and delivered a proxy form can still attend the EGM and vote in person.

All resolutions to be proposed at the EGM will be voted on by way of poll in accordance with the Hong Kong Listing Rules.

### V. CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement of the H Shareholders to attend the EGM, the register of members of the Company will be closed from Tuesday, 24 September 2024 to Friday, 27 September 2024 (both days inclusive). H Shareholders 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 Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on Monday, 23 September 2024, 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. H Shareholders whose names are recorded in the register of members of the Company on 27 September 2024 are entitled to attend the EGM.

### VI. RECOMMENDATIONS

The Board considers that the resolutions to be proposed at the EGM are in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favor of all resolutions to be proposed at the EGM.

### VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**CSSC Offshore & Marine Engineering (Group) Company Limited**  
**Li Zhidong**  
*Company Secretary*



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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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### NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2024 AND CLOSURE OF REGISTER OF MEMBERS

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting of 2024 (the “EGM”) of CSSC Offshore & Marine Engineering (Group) Company Limited (the “Company”) will be held at the conference room of the Company at 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, The People’s Republic of China (the “PRC”) at 3:00 p.m. on Friday, 27 September 2024, at which the following matters will be proposed for consideration:

#### ORDINARY RESOLUTION

1. To consider and approve the profit distribution proposal for the first half-year of 2024; and

#### ORDINARY RESOLUTION ADOPTING CUMULATIVE VOTING

- 2.00 To consider and approve the resolution in relation to the election of a supervisor of the Company
- 2.01 To consider and approve the resolution in relation to the election of Mr. Xu Wanxu as a supervisor of the Company

#### CLOSURE OF REGISTER OF MEMBERS – EXTRAORDINARY GENERAL MEETING

In order to determine the entitlement of the shareholders of overseas listed foreign shares (“H Shares”) to attend the EGM, the register of members of the Company will be closed from 24 September 2024 to 27 September 2024 (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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong before 4:30 p.m. on 23 September 2024, 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. Holders of H Shares whose names are recorded in the register of member of the Company on 27 September 2024 are entitled to attend the EGM.

#### CLOSURE OF REGISTER OF MEMBERS – DISTRIBUTION OF INTERIM DIVIDEND

In order to qualify Shareholders for the proposed interim dividend, the register of members of the Company will be closed from 15 October 2024 to 18 October 2024 (both days inclusive). All completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s H Share registrar, Hong Kong Registrars Limited, at

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on 14 October 2024. Shareholders whose names appear on the register of members of the Company on 18 October 2024 are entitled to receive the interim dividend in cash for the six months ended 30 June 2024.

For and on behalf of the Board  
**CSSC Offshore & Marine Engineering (Group) Company Limited**  
**Li Zhidong**  
*Company Secretary*

Guangzhou, 6 September 2024

*As at the date of this notice, the Board comprises eight Directors, namely executive Director Mr. Chen Liping; non-executive Directors Mr. Gu Yuan, Mr. Ren Kaijiang and Mr. Yin Lu; and independent non-executive Directors Mr. Lin Bin, Mr. Nie Wei, Mr. Li Zhijian and Ms. Xie Xin.*

*Notes:*

1. For details of the resolutions to be considered at the EGM and other related matters, please refer to the announcements of the Company dated 2 August 2024 and 29 August 2024 published on the website of The Stock Exchange of Hong Kong Limited and the circular despatched on 6 September 2024.
2. 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, completed proxy forms 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 (in case of holders of A shares). 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, Wan Chai, Hong Kong. Completion and return of the proxy forms will not preclude the shareholders from attending and voting in person at the EGM should they so wish.
3. The resolutions at the EGM will be voted on by poll.
4. Shareholders and proxies must show their identification documents when attending the EGM.
5. The EGM will last for half a day. Shareholders and proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.
6. The registered office of the Company is at the Board of Directors' Office of CSSC Offshore & Marine Engineering (Group) Company Limited at 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, the PRC (post code: 510250).

Contact persons: Li Zhidong/Yu Wenbo  
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