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(A joint stock limited liability company incorporated in the People's Republic of China)

(H Shares Stock Code: 00317)

POLL RESULTS OF THE ANNUAL GENERAL MEETING OF 2022; AND THE 2022 FINAL DIVIDEND

The Board is pleased to announce that the 2022 AGM was held on 24 May 2023 and the resolutions set out in the Notice of 2022 AGM were duly passed by the Shareholders.

Reference is made to the notice (the “**Notice of 2022 AGM**”) of CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) dated 30 March 2023 and the circular of the Company dated 5 May 2023 (the “**Circular**”) in relation to the annual general meeting of 2022 of the Company (the “**2022 AGM**” or “**Meeting**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the 2022 AGM was held at the conference room of the Company at 15th Floor, Marine Tower, No. 137 Gexin Road, Haizhu District, Guangzhou, the PRC at 2:00 p.m. on 24 May 2023. The resolutions set out in the Notice of 2022 AGM were duly passed by poll by attending Shareholders and proxies.

The 2022 AGM was convened by the Board. In accordance with the relevant provisions of the Articles of Association, the Meeting was presided over by Mr. Chen Liping, an executive Director and general manager of the Company, jointly elected by more than half of the Directors. The convening, holding and the voting method of the 2022 AGM were in compliance with the requirements of the Company Law of the People's Republic of China (the “**Company Law**”), the Hong Kong Listing Rules and the Articles of Association.

6 out of the 9 existing Directors attended the Meeting, while the executive Director Mr. Xiang Huiming and the non-executive Directors Mr. Chen Ji and Mr. Gu Yuan did not attend the Meeting due to work reasons;

3 out of the 5 existing supervisors (the “**Supervisors**”) of the Company attended the Meeting, while the staff representative Supervisors Mr. Zhang Qinghuan and Mr. Li Kai did not attend the Meeting due to work reasons; and

Mr. Li Zhidong, the secretary to the Board and the company secretary of the Company, attended the Meeting. Mr. Hou Zengquan, the chief financial officer of the Company and Mr. Yin Lu, the non-executive director candidate, were present at the Meeting.

Some of the Directors and Supervisors attended the Meeting by way of video conference due to work reasons, etc..

VOTING RESULTS AT THE 2022 AGM

Attendance at the 2022 AGM

A total of 31 Shareholders and their proxies, representing 884,266,607 Shares, attended the 2022 AGM in person and by online voting, details of which are set out below:

1.	Number of Shareholders and proxies who attended the Meeting (persons)	31
	Of which: Number of Shareholders of A Shares	30
	Number of Shareholders of overseas listed foreign Shares (H Shares)	1
2.	Total number of Shares carrying voting rights held by Shareholders who attended the Meeting (Shares)	884,266,607
	Of which: Total number of Shares held by Shareholders of A Shares	536,331,717
	Total number of Shares held by Shareholders of overseas listed foreign Shares (H Shares)	347,934,890
3.	Number of Shares carrying voting rights held by Shareholders who attended the Meeting as a percentage of the total number of the Shares carrying voting rights (%)	62.56%
	Of which: Percentage of Shares held by Shareholders of A Shares relative to the total number of shares (%)	37.94%
	Percentage of the Shares held by Shareholders of overseas listed foreign Shares (H Shares) to the total number of Shares (%)	24.62%

As at the date of the 2022 AGM, the total number of issued Shares was 1,413,506,378 Shares, being the number of Shares entitling the holders thereof to attend the 2022 AGM and vote for or against or abstain from voting on the resolutions at the 2022 AGM. As at the date of the 2022 AGM, (i) no Shareholders had stated their intention in the Circular to vote against or abstain from voting on the resolutions at the 2022 AGM; (ii) there were no Shares entitling the holders to attend but requiring them to abstain from voting in favour of the resolutions at the 2022 AGM as set out in Rule 13.40 of the Hong Kong Listing Rules; (iii) no Shareholder was required to abstain from voting on the resolutions at the 2022 AGM; and (iv) there was no restriction for any Shareholders on casting votes for any of the resolutions at the 2022 AGM.

Consideration of the resolutions at the 2022 AGM

As considered by the Shareholders and their respective proxies attending the 2022 AGM, relevant resolutions were voted by way of a combination of on-site voting and online voting. The voting results of the 2022 AGM are set out as follows:

Resolution No.	Details of resolution	Type of votes	For		Against		Abstain		Whether or not passed
			Number	%	Number	%	Number	%	
Ordinary Resolutions									
1	To consider and approve the report of the board of directors for 2022	A Shareholders	536,331,617	99.99998	100	0.00002	–	–	Passed
		H Shareholders	347,716,890	99.93964	194,000	0.05576	16,000	0.00460	Passed
		All Shareholders	884,048,507	99.97624	194,100	0.02195	16,000	0.00181	Passed
2	To consider and approve the report of the supervisory committee for 2022	A Shareholders	536,331,617	99.99998	100	0.00002	–	–	Passed
		H Shareholders	347,716,890	99.93734	202,000	0.05806	16,000	0.00460	Passed
		All Shareholders	884,048,507	99.97534	202,100	0.02286	16,000	0.00181	Passed
3	To consider and approve the annual report for 2022 (including the financial statements for 2022)	A Shareholders	536,331,617	99.99998	100	0.00002	–	–	Passed
		H Shareholders	347,716,890	99.93734	202,000	0.05806	16,000	0.00460	Passed
		All Shareholders	884,048,507	99.97534	202,100	0.02286	16,000	0.00181	Passed
4	To consider and approve the proposal for profit distribution for 2022	A Shareholders	536,331,617	99.99998	100	0.00002	–	–	Passed
		H Shareholders	347,716,890	99.93734	202,000	0.05806	16,000	0.00460	Passed
		All Shareholders	884,048,507	99.97534	202,100	0.02286	16,000	0.00181	Passed
5	To consider and approve the resolution on the framework for the guarantee proposed to be provided by the subsidiaries for the year ending 2023 and its amounts	A Shareholders	536,331,617	99.99998	100	0.00002	–	–	Passed
		H Shareholders	347,716,890	99.93734	202,000	0.05806	16,000	0.00460	Passed
		All Shareholders	884,048,507	99.97534	202,100	0.02286	16,000	0.00181	Passed
6	To consider and approve the resolution on the commencement of foreign exchange derivatives transactions in 2023	A Shareholders	536,331,617	99.99998	100	0.00002	–	–	Passed
		H Shareholders	347,716,890	99.93734	202,000	0.05806	16,000	0.00460	Passed
		All Shareholders	884,048,507	99.97534	202,100	0.02286	16,000	0.00181	Passed
7	To consider and approve the resolution on the appointment of auditor for financial reports of the Company for 2023	A Shareholders	536,331,617	99.99998	100	0.00002	–	–	Passed
		H Shareholders	347,716,890	99.93734	202,000	0.05806	16,000	0.00460	Passed
		All Shareholders	884,048,507	99.97534	202,100	0.02286	16,000	0.00181	Passed

Resolution No.	Ordinary Resolution Adopting Cumulative Voting	Number	Number of votes as a percentage of effective voting rights present at the meeting (%)	Whether or not passed
8.00	To consider and approve the resolution in relation to the election of director of the Company			
8.01	To consider and approve the resolution in relation to the election of Mr. Yin Lu as a non-executive director of the Company	884,048,708	99.97536	Passed

In accordance with the relevant provisions of the Company Law and the Articles of Association, the above ordinary resolutions numbered 1 to 7 duly passed by more than half of the total number of Shares carrying voting rights held by those who attended the 2022 AGM in person or by proxies.

Cumulative voting system was applicable to the resolution numbered 8.01. A director candidate is elected when the number of votes in favour obtained by such candidate exceeds half of the total number of shares with voting rights held by the Shareholders attending the 2022 AGM. As more than half of the votes were cast in favour of the resolution numbered 8.01, such resolution was duly passed as an ordinary resolution.

SCRUTINEERS

Mr. Li Xiaotian of BDO China Shu Lun Pan Certified Public Accountants LLP, the auditor of the Company, Mr. Gao Guohui and Ms. Li Yinhui, being the Shareholders and the shareholder representatives of the Company, and Mr. Zhu Weibin, being a Supervisor, were appointed as the scrutineers at the Meeting for the purpose of vote-taking.

WITNESS OF LAWYERS

The 2022 AGM was attended and witnessed by Mr. Su Yuhong and Ms. Xu Lin, lawyers from Beijing Yingke Law Firm Guangzhou Office who had issued the legal opinion. The witnessing lawyers were of the opinion that: the convening and procedures, the qualifications of the convener and the attendees and the voting process of the 2022 AGM conformed to the requirements of the relevant laws, regulations, normative documents and the Articles of Association. The voting results were lawful and valid.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board announces that, Mr. Yin Lu has been appointed as a non-executive Director of the tenth session of the Board and a member of the strategy committee of the tenth session of the Board with effect from the conclusion of the 2022 AGM till the expiry of the tenth session of the Board. Please refer to the Circular for biographical details of Mr. Yin. There has been no change in such information as at the date of this announcement.

2022 FINAL DIVIDENDS

The Company will distribute the 2022 final dividends of RMB14,135,063.78 (inclusive of applicable tax) or RMB0.10 (tax inclusive) per every 10 Shares based on the total number of 1,413,506,378 Shares of the Company.

CLOSURE OF REGISTER OF MEMBERS

In order to qualify shareholders for the 2022 final dividend, the register of members of the Company will be closed from 31 May 2023 to 5 June 2023 (both days inclusive), during which period no transfer of shares will be registered. 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 Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on 30 May 2023. Shareholders whose names appear on the register of members of the Company on 5 June 2023, being the record date (the "**Record Date**") for H Shares, are entitled to receive the final dividend in cash for the year ended 31 December 2022.

Dividends payable to the holders of H Shares shall be paid in Hong Kong dollars. The amount of Hong Kong dollars payable shall be calculated on the basis of the average median price for conversion of Renminbi to Hong Kong dollars as announced by The People's Bank of China for the five trading days prior to the 2022 AGM, i.e. calculated at HKD1 to RMB0.89574. Accordingly, the 2022 final dividend will be paid to the holders of H Shares at an amount of HKD0.1116395 per 10 Shares (tax inclusive).

The Company will appoint Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the "**Receiving Agent**") and will pay to such Receiving Agent the final dividend declared for payment to holders of H Shares. The Receiving Agent will pay the final dividend on Thursday, 20 July 2023. Relevant cheques will be despatched on the same day to holders of H Shares entitled to receive such dividends by ordinary post and at the risk of Shareholders.

WITHHOLDING AND PAYMENT OF CORPORATE INCOME TAX FOR NON-RESIDENT ENTERPRISE SHAREHOLDERS

According to the Law on Corporate Income Tax of the People's Republic of China (《中華人民共和國企業所得稅法》) and the relevant implementing rules which came into effect on 1 January 2008, the Company is required to withhold and pay corporate income tax at the rate of 10% before distributing dividends to non-resident enterprise Shareholders whose names appear on the register of H Shareholders of the Company. Any H Shares registered in the name of non-individual H Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise Shareholders and therefore the dividends will be subject to the withholding and payment of the corporate income tax. Should any H Shareholder wishes to change its Shareholder status, please consult your agent or trust institution over the relevant procedure. The Company will withhold payment of the corporate income tax strictly in accordance with the relevant laws or requirements of the relevant governmental departments and strictly based on what has been registered on the Company's register of H Shareholders on the Record Date.

WITHHOLDING AND PAYMENT OF INDIVIDUAL INCOME TAX FOR INDIVIDUAL FOREIGN SHAREHOLDERS

According to the regulation promulgated by the State Administration of Taxation of the People's Republic of China (Guo Shui Han [2011] No. 348), the Company is required to withhold and pay the individual income tax for its individual H Shareholders (the “**Individual H Shareholder(s)**”) and the Individual H Shareholders are entitled to the relevant tax preferential treatments according to the tax agreements between those countries where the Individual H Shareholders are residents and the PRC and the provisions in respect of tax arrangements between the mainland China and Hong Kong (Macau). The Company would withhold and pay the individual income tax at the tax rate of 10% on behalf of the Individual H Shareholders who are Hong Kong residents, Macau residents or residents of those countries having agreements with the PRC for individual income tax rate in respect of dividends of 10%. For Individual H Shareholders who are residents of those countries having agreements with the PRC for individual income tax rates in respect of a dividend lower than 10%, the Company would make applications on their behalf to seek entitlement of the relevant agreed preferential treatments under Tax Treaties in accordance with the Administrative Measures on Entitlement of Non-residents to Treatment under Tax Treaties (Announcement No. 35 of the State Taxation Administration (2019)) (《非居民納稅人享受稅收協議待遇管理辦法》(國家稅務總局公告2019年第35號)) if such Shareholders claim refund of the amount in excess of the individual income tax payable under the tax agreements, provided that the relevant Shareholders shall submit the relevant documents and data in accordance with the requirements of the relevant tax agreements in a timely manner and provide supplemental information on their entitlements of treatments under the relevant agreements. The Company would assist with the refund of the paid amount in excess of the tax payable under the tax agreements subject to approval of the competent tax authority. For Individual H Shareholders who are residents of those countries having agreements with the PRC for individual income tax rates in respect of a dividend higher than 10% but lower than 20%, the Company would withhold the individual income tax at the agreed effective tax rate. For Individual H Shareholders who are residents of those countries without any taxation agreements with the PRC or having agreements with the PRC for individual income tax in respect of a dividend of 20% and other situations, the Company would withhold the individual income tax at a tax rate of 20%.

The Company will determine the country of domicile of an Individual H Shareholder based on the registered address as recorded in the register of members of the Company and will accordingly withhold and pay the individual income tax. The Company will not entertain any claims arising from or assume no liability whatsoever in respect of any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the withholding and payment of tax.

Profit Distribution to Investors of Northbound Trading

For investors of the Stock Exchange (including enterprises and individuals) investing in the A shares of the Company listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominees holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate which is lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded. The record date and the date of distribution of dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A shares of the Company.

Profit Distribution to Investors of Southbound Trading

For investors of the Shanghai Stock Exchange (including enterprises and individuals) and the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Company has entered into the “Agreement on Distribution of Cash Dividends of H shares for Southbound Trading” (港股通H股股票現金紅利派發協議) with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited and the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited respectively, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited and the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominees of the holders of H shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H shares of Southbound Trading through its depository and clearing system. The cash dividends for the investors of H shares of Southbound Trading will be paid in RMB. Pursuant to the relevant requirements under the “Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect” (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2014] No. 81) and Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No. 127) 《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅([2016]127號)》), for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves. The record date and the date of distribution of dividends and other arrangements for the investors of Southbound Trading will be the same as those for the H Shareholders of the Company.

All investors are requested to read this announcement carefully. Shareholders should seek advice from their taxation advisors regarding the PRC, Hong Kong and other tax implications for their holding and disposing of H Shares of the Company.

By order of the Board
CSSC Offshore & Marine Engineering (Group) Company Limited
Li Zhidong
Company Secretary

Guangzhou, 24 May 2023

As at the date of this announcement, the Board comprises ten Directors, namely executive Directors Mr. Chen Liping and Mr. Xiang Huiming; non-executive Directors Mr. Chen Ji, Mr. Gu Yuan, Mr. Ren Kaijiang and Mr. Yin Lu; and independent non-executive Directors Mr. Yu Shiyong, Mr. Lin Bin, Mr. Nie Wei and Mr. Li Zhijian.