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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 2023 AND THE FIRST H SHAREHOLDERS CLASS MEETING OF 2024; AND THE 2023 FINAL DIVIDEND**

The Board is pleased to announce that the 2023 AGM and the H Shareholders Class Meeting were held on 30 May 2024. The resolutions set out in the Notice of 2023 AGM and the Notice of H Shareholders Class Meeting were duly passed by the Shareholders and proxies.

References are made to the circular (the “**Circular**”) of CSSC Offshore & Marine Engineering (Group) Company Limited (the “**Company**”) dated 29 April 2024, the notice regarding the convening of the annual general meeting of 2023 (the “**2023 AGM**”) of the Company (the “**Notice of 2023 AGM**”) and the notice regarding the convening of the first H shareholders class meeting (the “**H Shareholders Class Meeting**”) of 2024 of the Company (the “**Notice of H Shareholders Class Meeting**”) in relation to, among other things, the 2023 AGM and the first H Shareholders Class Meeting of 2024 (collectively, the “**Meetings**”). 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 2023 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 9:30 a.m. on 30 May 2024 and the H Shareholders Class Meeting was held at the same venue immediately following the conclusion of the 2023 AGM and the A Shareholders Class Meeting. The resolutions set out in the Notice of 2023 AGM and the Notice of H Shareholders Class Meeting were duly passed by poll by attending Shareholders and proxies.

The 2023 AGM and the H Shareholders Class Meeting were convened by the Board. In accordance with the relevant provisions of the Articles of Association, the Meetings were 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 Meetings 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.

5 out of the 10 existing Directors of the Company attended the Meetings, while Mr. Chen Ji, Mr. Gu Yuan and Mr. Yin Lu, being the non-executive Directors, and Mr. Lin Bin and Mr. Nie Wei, being the independent non-executive Directors, did not attend the Meetings due to work reasons;

4 out of the 5 existing supervisors (the “**Supervisors**”) of the Company attended the Meetings, while Mr. Zhu Weibin, the external Supervisor, did not attend the Meetings due to work reasons; and

Mr. Li Zhidong, the secretary to the Board and the company secretary of the Company, did not attend the Meetings due to work reasons. Mr. Hou Zengquan, the chief financial officer of the Company, did not attend the Meetings due to work reasons.

## VOTING RESULTS AT THE MEETINGS

### Attendance at the Meetings

A total of 56 Shareholders and their proxies, representing 855,295,821 Shares, attended the 2023 AGM in person, details of which are set out below:

1. Number of Shareholders and proxies who attended the Meeting (persons)	56
Of which: Number of Shareholders of A Shares	55
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)	855,295,821
Of which: Total number of Shares held by Shareholders of A Shares	504,164,131
Total number of Shares held by Shareholders of overseas listed foreign Shares (H Shares)	351,131,690
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 (%)	60.51%
Of which: Percentage of Shares held by Shareholders of A Shares relative to the total number of shares (%)	35.67%
Percentage of the Shares held by Shareholders of overseas listed foreign Shares (H Shares) to the total number of Shares (%)	24.84%

A total of 1 Shareholder (through his/her proxy), representing 351,089,690 H Shares, attended the H Shareholders Class Meeting in person, details of which are set out below:

1. Number of H Shareholders and proxies who attended the Meeting (persons)	1
2. Total number of Shares carrying voting rights held by H Shareholders who attended the Meeting (Shares)	351,089,690
3. Number of Shares carrying voting rights held by H Shareholders who attended the Meeting as a percentage of the total number of the H Shares carrying voting rights (%)	59.30%

As at the date of the 2023 AGM and the H Shareholders Class Meeting, the total number of issued Shares and the number of issued H Shares were 1,413,506,378 Shares and 592,071,197 Shares, being the total number of Shares entitling the holders thereof to attend the 2023 AGM and the H Shareholders Class Meeting and vote for or against or abstain from voting on the resolutions at the 2023 AGM and the H Shareholders Class Meeting, respectively. As at the date of the Meetings, (i) no Shareholders

had stated their intention in the Circular to vote against or abstain from voting on the resolutions at the Meetings; (ii) there were no Shares entitling the holders to attend but requiring them to abstain from voting in favour of the resolutions at the Meetings 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 Meetings; and (iv) there was no restriction for any Shareholders to cast votes for any of the resolutions at the Meetings.

### Consideration of the resolutions at the Meetings

As considered by the Shareholders and their respective proxies attending the Meetings, relevant resolutions were voted by way of a combination of on-site voting and online voting.

The voting results of the 2023 AGM are set out as follows:

Resolution No.	Details of resolution	Type of votes	For		Against		Abstain		Whether or not passed
			Number	%	Number	%	Number	%	
<b>Ordinary Resolutions</b>									
1	To consider and approve the Report of the Board of Directors for 2023	A Shareholders	504,164,131	100	-	-	-	-	Passed
		H Shareholders	351,131,690	100	-	-	-	-	Passed
		All Shareholders	855,295,821	100	-	-	-	-	Passed
2	To consider and approve the Report of the Supervisory Committee for 2023	A Shareholders	504,164,131	100	-	-	-	-	Passed
		H Shareholders	351,131,690	100	-	-	-	-	Passed
		All Shareholders	855,295,821	100	-	-	-	-	Passed
3	To consider and approve the 2023 Annual Report (including the financial statements for 2023)	A Shareholders	504,164,131	100	-	-	-	-	Passed
		H Shareholders	351,131,690	100	-	-	-	-	Passed
		All Shareholders	855,295,821	100	-	-	-	-	Passed
4	To consider and approve the Profit Distribution Proposal for 2023	A Shareholders	504,164,131	100	-	-	-	-	Passed
		H Shareholders	351,131,690	100	-	-	-	-	Passed
		All Shareholders	855,295,821	100	-	-	-	-	Passed
5	To consider and approve the Resolution on the Framework for the Guarantee Proposed to be Provided by the Subsidiaries for 2024 and its Amounts	A Shareholders	504,164,131	100	-	-	-	-	Passed
		H Shareholders	351,131,690	100	-	-	-	-	Passed
		All Shareholders	855,295,821	100	-	-	-	-	Passed
6	To consider and approve the Resolution on the Commencement of Foreign Exchange Derivatives Transactions in 2024	A Shareholders	504,164,131	100	-	-	-	-	Passed
		H Shareholders	351,131,690	100	-	-	-	-	Passed
		All Shareholders	855,295,821	100	-	-	-	-	Passed

Resolution No.	Details of resolution	Type of votes	For		Against		Abstain		Whether or not passed
			Number	%	Number	%	Number	%	
<b>Ordinary Resolutions</b>									
7	To consider and approve the Resolution on the Appointment of Auditor for the Financial Statements and Internal Control for 2024 of the Company	A Shareholders	504,164,131	100	-	-	-	-	Passed
		H Shareholders	351,131,690	100	-	-	-	-	Passed
		All Shareholders	855,295,821	100	-	-	-	-	Passed
<b>Special Resolutions</b>									
8	To consider and approve the Resolution on the Proposed Amendments to the Articles of Association	A Shareholders	504,164,131	100	-	-	-	-	Passed
		H Shareholders	346,251,690	98.6102	4,880,000	1.3898	-	-	Passed
		All Shareholders	850,415,821	99.4294	4,880,000	0.5706	-	-	Passed
9	To consider and approve the Resolution on the Proposed Amendments to the Company's Rules for Proceedings of General Meetings of the Shareholders	A Shareholders	504,164,131	100	-	-	-	-	Passed
		H Shareholders	346,251,690	98.6102	4,880,000	1.3898	-	-	Passed
		All Shareholders	850,415,821	99.4294	4,880,000	0.5706	-	-	Passed
10	To consider and approve the Resolution on the Proposed Amendments to the Company's Rules for Proceedings of the Board of the Directors	A Shareholders	504,164,131	100	-	-	-	-	Passed
		H Shareholders	346,251,690	98.6102	4,880,000	1.3898	-	-	Passed
		All Shareholders	850,415,821	99.4294	4,880,000	0.5706	-	-	Passed
11	To consider and approve the Resolution on the Proposed Amendments to the Company's Rules for Proceedings of the Supervisory Committee	A Shareholders	504,164,131	100	-	-	-	-	Passed
		H Shareholders	351,131,690	100	-	-	-	-	Passed
		All Shareholders	855,295,821	100	-	-	-	-	Passed

In accordance with the relevant provisions of the Company Law and the Articles of Association, the above ordinary resolutions numbered 1 to 7 were duly passed by more than half of the total number of Shares carrying voting rights held by those who attended the 2023 AGM in person or by proxies, and the above special resolutions numbered 8 to 11 were duly passed by more than two-thirds of the total number of Shares carrying voting rights held by those who attended the 2023 AGM in person or by proxies.

The voting results of the H Shareholders Class Meeting are set out as follows:

Resolution No.	Details of resolution	Type of votes	For		Against		Abstain		Whether or not passed
			Number	%	Number	%	Number	%	
<b>Special Resolutions</b>									
1	To consider and approve the Resolution on the Proposed Amendments to the Articles of Association	H Shareholders	346,209,690	98.61	4,880,000	1.39	-	-	Passed
2	To consider and approve the Resolution on the Proposed Amendments to the Company's Rules for Proceedings of General Meetings of the Shareholders	H Shareholders	346,209,690	98.61	4,880,000	1.39	-	-	Passed

In accordance with the relevant provisions of the Company Law and the Articles of Association, the above special resolutions numbered 1 to 2 were duly passed by more than two-thirds of the total number of H Shares carrying voting rights held by those who attended the H Shareholders Class Meeting in person or by proxies.

## **SCRUTINEERS**

Ms. Zhu Ao of BDO China Shu Lun Pan Certified Public Accountants LLP, the auditor of the Company, Mr. Guo Jiancong, being a Shareholder, Mr. Li Ming, being the Shareholder representatives of the Company, and Ms. Chen Shu, being a Supervisor, were appointed as the scrutineers at the Meetings for the purpose of vote-taking.

## **WITNESS OF LAWYERS**

The 2023 AGM and the H Shareholders Class Meeting were attended and witnessed by Ms. Xu Lin and Ms. Xu Jiling, 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 2023 AGM and the H Shareholders Class Meeting conformed to the requirements of the relevant laws, regulations, normative documents and the Articles of Association. The voting results were lawful and valid.

## **2023 FINAL DIVIDEND**

The Company will distribute the 2023 final dividend of RMB15,548,570.16 (tax inclusive) or RMB0.11 (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 2023 final dividend, the register of members of the Company will be closed from 5 June 2024 to 10 June 2024 (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 4 June 2024. Shareholders whose names appear on the register of members of the Company on 10 June 2024, 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 2023.

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 2023 AGM, i.e. calculated at HKD1 to RMB0.91046. Accordingly, the 2023 final dividend will be paid to the holders of H Shares at an amount of HKD0.120818 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 Friday, 26 July 2024. 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 corporate income tax. Should any H Shareholder wish 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 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 lower than 10% in respect of a dividend, 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 circumstances, the Company would withhold the individual income tax at the 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 (“**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.

## **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 (“**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.

**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, 30 May 2024

*As at the date of this announcement, the Board comprises ten Directors, namely executive Directors Mr. Chen Liping and Mr. Zhang Junxiong; non-executive Directors Mr. Chen Ji, 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.*