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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 a licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in CMIC Ocean En-Tech Holding Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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### CMIC Ocean En-Tech Holding Co., Ltd. 華商國際海洋能源科技控股有限公司

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 206)**

#### PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the annual general meeting of the Company to be held at the Company's principal place of business in Hong Kong at Units 2706–2709, 27/F, One Harbourfront, 18 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Friday, 22 May 2020 at 10:00 a.m. or any adjournment thereof is set out on pages 20 to 24 of this circular. A form of proxy for use at the annual general meeting of the Company or any adjournment thereof is enclosed. Whether or not you propose to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. at 10:00 a.m. on 20 May 2020) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In accordance with health advice recommended by the Centre for Health Protection, for general meetings must be held, please refer to Notice of Annual General Meeting (page 24) for precautionary measures being taken to prevent and control the spread of the novel coronavirus pneumonia (COVID-19) at the Annual General Meeting, including:

- (i) mandatory body temperature screening at the entrance of the venue for each attendee. Any person with a body temperature over 37.5°C shall not be permitted to enter the venue;
- (ii) use of a surgical face mask for each attendee;
- (iii) no distribution of corporate souvenirs/gifts or refreshments;
- (iv) appropriate distancing and spacing between seats; and
- (v) other measures may be required by governmental bodies.

Any attendee who does not comply with the precautionary measures or is subject to quarantine, with any flu-like symptoms, who has had close contact with any person under quarantine, or has travelled overseas within 14 days immediately before the Annual General Meeting shall not be permitted to enter the venue. All shareholders are strongly encouraged to appoint the chairman of the meeting as their meeting proxy to vote on the relevant resolutions(s) at the Annual General Meeting as an alternative to attending the Annual General Meeting in person and contacting the Investor Relations Department of the Company for questions to management.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at the Company’s principal place of business in Hong Kong at Units 2706–2709, 27/F, One Harbourfront, 18 Tak Fung Street, Hungghom, Kowloon, Hong Kong, on Friday, 22 May 2020 at 10:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“associate”	has the meaning set out in the Listing Rules
“Board”	the board of Directors
“Company”	CMIC Ocean En-Tech Holding Co., Ltd., a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning set out in the Listing Rules
“control” and “controlling shareholder”	shall have the same meanings as set out in the Takeovers Code and the Listing Rules respectively
“Director(s)”	the director(s) of the Company for the time being
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the mandate to allot and issue Shares as set out in the notice convening the AGM as set out at the end of this circular
“Latest Practicable Date”	16 April 2020, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China

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## DEFINITIONS

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“Repurchase Mandate”	the mandate to repurchase Shares as set out in the notice convening the AGM as set out at the end of this circular, in respect of which an explanatory statement is set out in Appendix I to this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Hong Kong Securities and Futures Commission
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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### CMIC Ocean En-Tech Holding Co., Ltd. 華商國際海洋能源科技控股有限公司

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 206)**

*Executive Directors:*

Mr. Cong Yongjian  
Mr. Jiang Bing Hua  
Mr. Zhang Menggui, Morgan

*Non-executive Directors:*

Mr. Lou Dongyang (*Chairman*)  
Mr. Wang Jianzhong  
Ms. Fu Rui  
Mr. Qian Zewei

*Independent non-executive Directors:*

Mr. Chan Ngai Sang, Kenny  
Mr. Zou Zhendong  
Mr. Chen Weidong  
Mr. Sun Dongchang

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of*

*Business in Hong Kong:*  
Units 2706–2709, 27/F,  
One Harbourfront,  
18 Tak Fung Street,  
Hung Hom, Kowloon,  
Hong Kong

21 April 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING  
GENERAL MANDATES TO ISSUE NEW SHARES AND  
REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding, among other things, the ordinary resolutions to grant to the Directors the Issue Mandate and the Repurchase Mandate; and to re-elect retiring Directors (collectively, the “**Ordinary Resolutions**”) to be proposed at the AGM so as to enable the Shareholders to make an informed decision on whether to vote for or against the Ordinary Resolutions.

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## LETTER FROM THE BOARD

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A notice convening the AGM setting out the details of the Ordinary Resolutions to be proposed therein is set out on pages 20 to 24 of this circular.

### **GENERAL MANDATE TO REPURCHASE SHARES**

At the AGM, an ordinary resolution will be proposed to grant the Directors the Repurchase Mandate to exercise all powers of the Company to repurchase the Shares. Shareholders should note that the maximum number of Shares that may be repurchased is up to 10% of the issued share capital of the Company at the date of passing such resolution. The Repurchase Mandate will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors is passed.

Appendix I to this circular sets out the explanatory statement which is required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the ordinary resolution to grant the Directors the Repurchase Mandate.

### **GENERAL MANDATE TO ISSUE SHARES**

At the AGM, an ordinary resolution will be proposed to grant the Directors the Issue Mandate to exercise the power of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the issued share capital of the Company at the date of passing such resolution. In addition, conditional upon the proposed resolution to grant the Directors the Repurchase Mandate being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an amount equivalent to the amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

The Issue Mandate will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors is passed.

As at the Latest Practicable Date, the total number of issued Shares is 3,069,039,117 and the maximum number of Shares that can be issued upon exercise of the general mandate is 613,807,823. The Issue Mandate is necessary to give the Directors some flexibility to allot shares where they believe it is in the best interests of the Shareholders to do so.

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Articles 86 and 87 of the Articles of Association, Mr. Cong Yongjian, Mr. Jiang Binghua, Mr. Zhang Menggui, Morgan, Ms. Fu Rui, Mr. Qian Zewei, Mr. Chan Ngai Sang, Kenny and Mr. Sun Dongchang shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

The biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### AGM

The notice convening the AGM at which the Ordinary Resolutions will be proposed, among others, to approve the Issue Mandate, the Repurchase Mandate and the re-election of retiring Directors are set out on pages 20 to 24 of this circular.

A form of proxy for the AGM is enclosed. Whether you intend to attend the AGM or not, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. at 10:00 a.m. on 20 May 2020) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll, except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolutions proposed at the AGM shall be voted by poll. The results of the poll will be announced by the Company in the manner prescribed by the Listing Rules.

The register of members of the Company will be closed from Monday, 18 May 2020 to Friday, 22 May 2020, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for the entitlement to attend and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be duly completed and lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 15 May 2020.

### RECOMMENDATION

The Directors are of the opinion that the proposals in relation to (among others) the Issue Mandate, the Repurchase Mandate and re-election of Directors referred to in this circular are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or earnings per Share and will only be made when the Directors believe that a repurchase of Shares will benefit the Company and the Shareholders as a whole.

The Directors believe that an exercise of the General Mandate to allot and issue new Shares will enable the Company to take advantage of market conditions to raise additional capital for and/or as a means of payment by the Company.

Yours faithfully,  
On behalf of the Board  
**CMIC Ocean En-Tech Holding Co., Ltd.**  
**Lou Dongyang**  
*Chairman*



*This explanatory statement relates to the resolution proposed to be passed at the AGM authorising the grant of the Repurchase Mandate. It contains all the information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.*

**(I) SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,069,039,117 Shares of HK\$0.10 each. In addition, as at the Latest Practicable Date, no share options carrying subscription rights remained outstanding.

Subject to the passing of the resolution regarding the Repurchase Mandate, the Company would be allowed to repurchase up to a maximum of 306,903,911 Shares, representing 10% of the then issued share capital of the Company on the basis that (i) no further Shares will be issued and (ii) no Shares will be repurchased by the Company prior to the AGM. Assuming no further Shares are issued or repurchased by the Company prior to the date of the AGM, the total Shares in issue will be 3,069,039,117 Shares and the Company will be allowed under the Repurchase Mandate to repurchase up to 306,903,911 Shares.

**(II) REASONS FOR REPURCHASES**

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at that time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase of Shares will benefit the Company and the Shareholders as a whole.

**(III) FUNDING OF REPURCHASES**

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of those funds legally permitted to be utilised in this connection, including capital paid up on the relevant Shares, or out of funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of funds of the Company otherwise available for dividend or distribution or out of the share premium account of the Company.

**(IV) FINANCIAL EFFECT OF REPURCHASES**

The Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31 December 2019 in the event that the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate.

**(V) SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	<b>Share Prices</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2019</b>		
April	0.460	0.380
May	0.425	0.320
June	0.365	0.290
July	0.335	0.285
August	0.295	0.197
September	0.355	0.221
October	0.350	0.220
November	0.390	0.290
December	0.370	0.330
<b>2020</b>		
January	0.370	0.223
February	0.270	0.227
March	0.245	0.111
April (up to the Latest Practicable Date)	0.197	0.171

**(VI) EFFECT OF THE TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, which will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders have beneficial interests representing 5% or more of the issued share capital of the Company within the meaning of Part XV of the SFO:

Name of Shareholders	Number of shares	Approximate percentage of the shareholding as at the Latest Practicable Date	Approximate percentage of the shareholding if the Repurchase Mandate is exercised in full
China Great Wall AMC (International) Holdings Company Limited ( <i>Note 1</i> )	1,530,372,000	49.86	55.41
China Great Wall Asset Management Co., Ltd. 中國長城資產管理股份有限公司 ( <i>Note 1</i> )	1,530,372,000	49.86	55.41
China Merchants & Great Wall Ocean Strategy & Technology Fund (L.P.) ( <i>Note 1</i> )	1,530,372,000	49.86	55.41
China Merchants Great-Wall GP Limited ( <i>Note 1</i> )	1,530,372,000	49.86	55.41
Great Wall International Investment V Limited ( <i>Note 1</i> )	1,530,372,000	49.86	55.41
Prime Force Investment Corporation ( <i>Note 1</i> )	1,530,372,000	49.86	55.41
China Merchants Group Limited 招商局集團有限公司 ( <i>Note 1</i> )	1,530,372,000	49.86	55.41
Minyun Limited	284,751,000	9.28	10.31
China International Marine Containers (Group) Co., Ltd. ( <i>Note 2</i> )	185,600,000	6.05	6.72
China International Marine Containers (Hong Kong) Ltd. ( <i>Note 2</i> )	185,600,000	6.05	6.72

*Notes:*

1. Prime Force Investment Corporation (“**Prime Force**”) is a company incorporated in the British Virgin Islands and is wholly-owned by Fund LP and Fund LP is therefore deemed to be interested in the 1,530,372,000 Shares that Prime Force is interested in under Part XV of the SFO.

Fund GP is the general partner of Fund LP and is therefore deemed to be interested in the 1,530,372,000 Shares that Fund LP are interested in under Part XV of the SFO.

China Great Wall AMC (International) Holdings Company Limited (“**GWAMC International**”) holds 25% of the equity interest in China Merchants Great-Wall GP Limited (“**Fund GP**”) and is a wholly owned subsidiary of China Great Wall Asset Management Co., Ltd. (“**GW Asset Management**”).

Great Wall International Investment V Limited holds approximately 39.986% of the limited partnership interests in Fund LP and is therefore deemed to be interested in the 1,530,372,000 Shares that Fund LP are interested in under Part XV of the SFO. Great Wall International Investment V Limited is a wholly owned subsidiary of GWAMC International, and GWAMC International is a wholly owned subsidiary of GW Asset Management. Therefore, GW Asset Management is deemed to be interested in the 1,530,372,000 Shares held by Great Wall Ocean Strategy & Technology Fund (L.P.) (“**Fund LP**”).

China Great Bay Area Fund Management Company Limited holds 30% of the equity interest in Fund GP and is a wholly owned subsidiary of China Merchants Capital Management Co. Ltd., which in turn is wholly owned by China Merchants Capital Investment Co., Ltd.

China Merchants Union (BVI) Limited holds approximately 9.996% of the limited partnership interests in Fund LP and 15% of the equity interest in Fund GP, and its 50% of equity interest is held by China Merchants Holdings (Hong Kong) Company Ltd. which is wholly owned by China Merchants Steam Navigation Company Limited. China Merchants Industry Holdings Co., Ltd. (“**CM Industry**”) holds 30% of the equity interest in Fund GP and approximately 29.989% of the limited partnership interests in Fund LP, and is a wholly owned subsidiary of China Merchants Steam Navigation Company Limited which is a wholly owned subsidiary of China Merchants Group Limited\* (招商局集團有限公司) (“**CM Group**”). Therefore, China Merchants Steam Navigation Company Limited and CM Group are deemed to be interested in the 1,530,372,000 Shares that Fund LP are interested in under Part XV of the SFO.

2. China International Marine Containers (Group) Company Limited (“**CIMC Group**”) holds the entire issued share capital of China International Marine Containers (Hong Kong) Limited (“**CIMC HK**”). Therefore, CIMC Group is deemed to be interested in the 185,600,000 Shares held by CIMC HK under Part XV of the SFO.

In the event that the Repurchase Mandate is exercised in full and given the Repurchase Mandate having been approved by Shareholders, the interests of the above Shareholders will be increased to approximately the respective percentages shown in the last two columns above. On the basis of the shareholdings held by the Shareholders named above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert who will become obliged to make a mandatory offer under the Takeovers Code as a result of a Share buy-back pursuant to the Share Buy-back Mandate, except that China Great Wall AMC (International) Holdings Company Limited, China Great Wall Asset Management Co., Ltd., China Merchants & Great Wall Ocean Strategy & Technology Fund (L.P.), China Merchants Great-Wall GP Limited, Great Wall International Investment V Limited, Prime Force Investment Corporation and China Merchants Group Limited may be required to make a general offer if as a result of Share buy-back by the Company over a 12-month period is increased by more than 2%.

The Directors confirmed that they have no present intention to buy back any Shares under the Share Buy-back Mandate to such an extent which will result in an obligation for a shareholder to make a mandatory offer under Rule 26 of the Takeovers Code, if the Share Buy-back Mandate is approved by Shareholders at the AGM.

The Listing Rules prohibit a company from making any repurchase on the Hong Kong Stock Exchange if the result of such repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital would be publicly held. The Directors do not intend to repurchase Shares to the extent that, after the consummation of any such repurchase, less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital would be publicly held.

**(VII) DIRECTORS AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate if it is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he or she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**(VIII) UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and in accordance with the regulations set out in the Articles of Association.

**(IX) SHARES REPURCHASE MADE BY THE COMPANY**

The Company did not repurchase any Shares (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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### DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

**Mr. CONG Yongjian**, aged 44, has been appointed as an executive Director of the Board and CEO of the Company with effect from 19 February 2020. He is an attorney admitted in the PRC and New York, the United States of America. He has over 15 years of special situations investments and legal practice experience and extensive experience in cross-border acquisitions, private equity investments, mezzanine financing, debt restructuring, asset restructuring and other special situations investments. Mr. Cong has been the person in charge of China Merchants Capital Marine Industry Fund (招商局資本海洋產業基金) since 2013. From 2011 to 2013, he was one of the founding members of China Development Bank International Holdings Ltd (“CDBI”), where he served in the Investment Committee and was in charge of fund department and legal department. At CDBI, Mr. Cong led the equity investment amounting to US\$200 million to Alibaba Group as well as many privatization transactions of Chinese concept stocks listed overseas. In addition, as the person in charge of the fund department of CDBI, he directly led the foundation of certain USD or RMB funds with a total size over US\$5 billion. From 2005 to 2010, he worked in the special situations investment department in J. P. Morgan, Standard Chartered Bank and other foreign financial institutions, and was mainly engaged in private equity investments, real estate investments, mezzanine financing, acquisition and disposal of non-performing assets and other special situations investments. During that period, he participated in debt restructuring, financing and acquisition transactions of a number of real estate projects in Beijing, Shanghai, Dalian, Chongqing, etc., and as the key person in charge participated in stripping, restructuring and acquisition of non-performing assets of financial institutions such as China Huarong Asset Management Co., Ltd and Maybank in Malaysia. Mr. Cong obtained degrees of Master of Laws from both University of International Business and Economics in PRC and Cornell University in the United States of America. Moreover, he was an independent non-executive director of Sunway International Holdings Limited (stock code: 00058HK) from 14 August 2015 to 6 June 2019.

Save as disclosed above, Mr. Cong has no other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Cong has entered into an appointment contract with the Company for a term of three years commencing on 19 February 2020 and expiring on 18 February 2023, unless terminated by giving either party to the other not less than three months’ prior written notice, but he is subject to the retirement by rotation and re-election in accordance with the Articles. Mr. Cong will not receive any remuneration during the term as a Director. The Company has no obligation to pay Mr. Cong compensation when his appointment terminates.

The nomination committee of the Company has assessed the suitability of Mr. Cong by reference to the Company’s Director’s nomination policy and board diversity policy and considers Mr. Cong is a suitable candidate for holding a directorship of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cong does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Cong does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company nor does he hold other positions in the Group.

Save as disclosed above, Mr. Cong has confirmed that there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. JIANG Bing Hua**, aged 69, is an executive Director and the Co-Chairman of the Company. He is also an authorised representative of the Company and a member of the remuneration committee of the Company. He is a co-founder of the Group. He is responsible for the Group's overall strategy planning and business development. He obtained his bachelor's degree in offshore structure engineering from the Tianjin University (天津大學) in the PRC in 1980 and acquired his master's degree in business administration from the University of Dallas in the U.S.A. in 1993. He has approximately 44 years of experience in the oil and gas industry. Prior to founding the Group, he worked for the Sinopec group, the group of China National Petroleum Corporation and China National Offshore Oil Corporation in various positions such as driller, drilling superintendent, drilling manager, operation manager and company representative.

Save as disclosed above, Mr. Jiang has no other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Jiang has entered into an appointment contract with the Company for a term of three years commencing from 28 November 2005 and expiring on 27 November 2008, renewable automatically for successive terms of three years from 28 November 2008, 28 November 2011, 28 November 2014 and 28 November 2017 and respectively unless terminated by either party giving to the other not less than three months' prior written notice. Under the service contract, Mr. Jiang is entitled to an annual remuneration of US\$250,000 since March 2016. Mr. Jiang's emoluments, including the annual remuneration and the discretionary management bonus, are determined with reference to his qualification and experience, responsibilities to be undertaken and the prevailing market level of remuneration of similar position. As at the Latest Practicable Date, Mr. Jiang is interested in total 25,665,240 Shares, representing approximately 0.84% of the entire issued share capital of the Company.

The nomination committee of the Company has assessed the suitability of Mr. Jiang by reference to the Company's Director's nomination policy and board diversity policy and considers Mr. Jiang is a suitable candidate for holding a directorship of the Company.

Save as disclosed above, Mr. Jiang does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company nor does he hold other positions in the Group.

Save as disclosed above, Mr. Jiang has confirmed that there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. ZHANG Menggui, Morgan**, aged 61, is a co-founder and an executive Director of the Group. He is an authorised representative and a member of the nomination committee of the Company. He obtained his bachelor's degree majoring in drilling engineering from the China University of Petroleum (中國石油大學) in 1982 and acquired his master's degree in petroleum engineering from the University of AlaskaFairbanks in the U.S.A. in 1989 and he received an executive master's in business administration ("EMBA") from China Europe International Business School in 2012. He serves as the executive chairman of TSC OGS Group on NEEQ. He was the chief executive officer and an executive Director of the TSC OGS Group. He has 35 years of experience in the oil and gas industry. Prior to founding the Group, he worked for a subsidiary of the group of China National Petroleum Corporation in China and for Cook Inlet Region Inc. in Alaska. He currently is a member of several oil industry associations and professional organizations including the Society of Petroleum Engineers and the American Drilling Engineers.

Save as disclosed above, Mr. Zhang has not held any other position with the Company or its subsidiaries, nor has he held any other directorship in any other listed public companies in the past three years.

Mr. Zhang has entered into an appointment contract with the Company with effect from 22 June 2017 and he is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Zhang will be entitled to an annual remuneration of US\$250,000. His basic remuneration was fixed with reference to his duties and responsibilities with the Company as well as the Company's remuneration policy. He may also be eligible for a discretionary bonus based on his performance and the business of the Group. As at the Latest Practicable Date, he holds 64,679,100 Shares of the Company, representing approximately 2.11% of the entire issued share capital of the Company.

The nomination committee of the Company has assessed the suitability of Mr. Zhang by reference to the Company's Director's nomination policy and board diversity policy and considers Mr. Zhang is a suitable candidate for holding a directorship of the Company.

Save as disclosed above, Mr. Zhang does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company nor does he hold other positions in the Group.

Save as disclosed above, Mr. Zhang has confirmed that there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.



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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Ms. FU Rui**, aged 38, is an intermediate economist. She was appointed as a non-executive Director of the Company with effect from 1 June 2019. Since June 2016, she has been the deputy general manager of the asset operations department of the shipping investment management headquarters of China Minsheng Trust Co., Ltd. From April 2007 to June 2016, she worked as a senior director of China Classification Society. Ms. Fu obtained a bachelor's and master's degree in Maritime Law from Dalian Maritime University, in the PRC in 2004 and 2007 respectively.

Save as disclosed above, Ms. Fu has no other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Fu has entered into an appointment contract with the Company for a term of three years commencing on 1 June 2019 and expiring on 31 May 2022, unless terminated by giving either party to the other not less than three months' prior written notice, but she is subject to the retirement by rotation and re-election in accordance with the Articles. Ms. Fu will not receive any remuneration during the term as a Director. The Company has no obligation to pay Ms. Fu compensation when her appointment terminates.

The nomination committee of the Company has assessed the suitability of Ms. Fu by reference to the Company's Director's nomination policy and board diversity policy and considers Ms. Fu is a suitable candidate for holding a directorship of the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Fu does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Fu does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company nor does she hold other positions in the Group.

Save as disclosed above, Ms. Fu has confirmed that there is no other information which is discloseable nor is/was she involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. QIAN Zewei**, aged 44, has been appointed as a non-executive Director of the Company with effect from 1 October 2019. He is currently a member of the Business Decision/Investment Decision Committee, Managing Director and Head of Special Assets Department of China Great Wall AMC (International) Holdings Company Limited (“**Great Wall International**”). Mr. Qian had served as Head of Private Equity Investment Department and Head of Bay Area Investment Department of Great Wall International. From 2014 to 2016, he was the Investment Director of the Investment Management Department of China Everbright Limited. From 2008 to 2014, he served as Vice President and Director of the Private Equity Investment Department of Daiwa Capital Markets Hong Kong Limited. From 2001 to 2005, he worked as a senior research and development engineer at the Beijing R&D Centre of Huawei Technologies Co., Ltd. Mr. Qian holds a master’s degree in finance from London Business School and a master’s degree in computer application from Nanjing University of Aeronautics and Astronautics.

Save as disclosed above, Mr. Qian has no other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Qian has entered into an appointment contract with the Company for a term of three years commencing on 1 October 2019 and expiring on 30 September 2022, unless terminated by giving either party to the other not less than three months’ prior written notice, but he is subject to the retirement by rotation and re-election in accordance with the Articles. Mr. Qian will not receive any remuneration during the term as a Director. The Company has no obligation to pay Mr. Qian compensation when his appointment terminates.

The nomination committee of the Company has assessed the suitability of Mr. Qian by reference to the Company’s Director’s nomination policy and board diversity policy and considers Mr. Qian is a suitable candidate for holding a directorship of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Qian does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Qian does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company nor does he hold other positions in the Group.

Save as disclosed above, Mr. Qian has confirmed that there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. CHAN Ngai Sang, Kenny**, aged 55, has been appointed an independent non-executive Director since October 2005. He is the chairman of the audit committee and a member of the nomination committee, the remuneration committee and the compliance committee of the Company. He is a partner and founder of Kenny Chan & Co., a firm of Certified Public Accountants. He has over 30 years' experience in accounting, taxation, auditing and corporate finance and has been involved in several mergers, acquisitions and initial public offering projects. He holds a bachelor of commerce degree from the University of New South Wales and is a member of Chartered Accountants Australia and New Zealand, the Association of International Accountants, CPA Australia, the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong. He is also a fellow member of the Hong Kong Institute of Directors. He served as president of the Hong Kong Branch of the Association of International Accountants in the years 2012-2015. He is an independent non-executive director of Zhongyuan Bank Co., Ltd., Minsheng Education Group Company Limited, Pak Tak International Limited, Hebei Construction Group Corporation Limited and Kingland Group Holdings Limited, all are listed on the Main Board of the Stock Exchange.

Mr. Chan served as an independent non-executive director of Convoy Financial Holdings Limited and AMCO United International Limited (both are listed on the main board of the Stock Exchange) as well as Combest Holdings Limited and HLG Holdings Co., Limited (both are listed on the GEM of the Stock Exchange).

Save as disclosed above, Mr. Chan has no other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Chan has entered into an appointment contract with the Company for a term of three years commencing from 20 October 2005, renewable automatically for successive terms of three years from 20 October 2008, 20 October 2011, 20 October 2014 and 20 October 2017. Under the service contract, Mr. Chan's emoluments, which are determined based on the prevailing market conditions and his role and responsibilities, are HK\$120,000 per annum. As at the Latest Practicable Date, Mr. Chan is interested in a total of 500,000 Shares, representing approximately 0.02% of the entire issued share capital of the Company, within the meaning of Part XV of the SFO.

Mr. Chan has served on the Board for more than 9 years. Pursuant to Provision A.4.3 of Appendix 14 of the Listing Rules, if an independent non-executive director serves more than 9 years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders. Mr. Chan has extensive experience and knowledge in the industries of accounting, taxation, auditing and corporate finance and in-depth understanding of the Company's financial situation. The Board considers that Mr. Chan is not involved in the daily management of the Company nor he is in any relationships or circumstance which would interfere with the exercise of his independent judgments. Therefore the Board is of the opinion that Mr. Chan still has the required integrity and independence to continue fulfilling the role of an independent non-executive director. Mr. Chan confirmed that he had satisfied all factors set out in Rule 3.13 of the Listing Rules in assessing his independence.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Chan does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company nor does he hold other positions in the Group.

In addition, the nomination committee of the Company has identified suitable candidates according to the nomination policy adopted by the Company, and has assessed and reviewed the written annual confirmation of independence submitted by Mr. Chan to the Company based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. Chan is not connected with any Directors, senior management, or substantial or controlling shareholders of the Company. The Board is also not aware of any circumstance that might influence Mr. Chan in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an Independent Non-executive Director and he will be able to maintain an independent view of the Company's affairs. The Board considers him to be independent. The Board is of the view that Mr. Chan is beneficial to the Board with diversity of his professional experience that contributes to invaluable expertise, continuity and stability to the Board and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

Mr. Chan has confirmed that there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Mr. SUN Dongchang**, aged 67, has been appointed as an independent non-executive Director of the Company since 12 November 2019. He is currently a professor-level senior engineer of Shengli Petroleum Administration Bureau (勝利石油管理局), oil field senior expert, expert on “government special allowance” of the State Council, senior expert of the Drilling Technology Institute, Shengli Petroleum Administration Bureau (勝利鑽井院), and consultant of State Oil Drilling and Exploitation Equipment and Tool Standardization Committee (全國石油鑽采設備和工具標準化委員會). He was the deputy secretary general of Chinese Society of Naval Architects and Marine Engineers during the period from 2003 to 2013. During the period from 2001 to 2013, he served as a professor-level senior engineer, the chief engineer, the vice president and an oil field senior expert at the Drilling Technology Institute, Shengli Petroleum Administration Bureau (勝利石油管理局鑽井工藝研究院). During the period from 1996 to 2001, he served as a senior engineer and the chief engineer at the Drilling Technology Institute, Shengli Petroleum Administration Bureau (勝利石油管理局鑽井工藝研究院). During the period from 1987 to 1996, he worked as an engineer, senior engineer and the director at the Marine Research Branch of Drilling Technology Institute, Shengli Petroleum Administration Bureau (勝利石油管理局鑽井工藝研究院海洋所). During the period from 1975 to 1987, he worked as a technician, assistant engineer and the deputy director at the Shallow Sea Office of Drilling Technology Institute, Shengli Petroleum Administration Bureau (勝利石油管理局鑽井工藝研究院淺海室). Mr. Sun holds a degree majoring in oil field equipment from Department of Mechanics, China University of Petroleum and a master degree in naval architecture and ocean engineering from Shanghai Jiao Tong University.

Save as disclosed above, Mr. Sun has no other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Sun has entered into an appointment contract with the Company for a term of three years commencing on 12 November 2019 and expiring on 11 November 2022, unless terminated by giving either party to the other not less than three months’ prior written notice, but he is subject to the retirement by rotation and re-election in accordance with the Articles. Under the appointment contract, Mr. Sun’s annual remuneration is HK\$120,000. The Company has no obligation to pay Mr. Sun compensation when his appointment terminates.

In addition, the nomination committee of the Company has identified suitable candidates according to the nomination policy adopted by the Company, and has assessed and reviewed the written annual confirmation of independence submitted by Mr. Sun to the Company based on the independence criteria as set out in Rule 3.13 of the Listing Rules. The Board is also not aware of any circumstance that might influence Mr. Sun in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an Independent Non-executive Director and he will be able to maintain an independent view of the Company’s affairs. The Board considers him to be independent. The Board is of the view that Mr. Sun is beneficial to the Board with diversity of his professional experience that contributes to invaluable expertise, continuity and stability to the Board and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Sun does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Sun does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company nor does he hold other positions in the Group.

Save as disclosed above, Mr. Sun has confirmed that there is no other information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

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# NOTICE OF ANNUAL GENERAL MEETING

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## CMIC Ocean En-Tech Holding Co., Ltd. 華商國際海洋能源科技控股有限公司

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 206)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of CMIC Ocean En-Tech Holding Co., Ltd. (the “**Company**”) will be held at the Company’s principal place of business in Hong Kong at Units 2706–2709, 27/F, One Harbourfront, 18 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Friday, 22 May 2020 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditors for the year ended 31 December 2019;
2. To re-elect Mr. Cong Yongjian as an executive Director of the Company;
3. To re-elect Mr. Jiang Bing Hua as an executive Director of the Company;
4. To re-elect Mr. Zhang Menggui, Morgan as an executive Director of the Company;
5. To re-elect Ms. Fu Rui as a non-executive Director of the Company;
6. To re-elect Mr. Qian Zewei as a non-executive Director of the Company;
7. To re-elect Mr. Chan Ngai Sang, Kenny as an independent non-executive Director of the Company;
8. To re-elect Mr. Sun Dongchang as an independent non-executive Director of the Company;
9. To authorise the board of directors of the Company (the “**Board**”) to fix the Directors’ remuneration;
10. To re-appoint KPMG as auditors of the Company and to authorise the Board to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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As special business, to consider and, if thought fit, to pass with or without amendments the following resolutions as ordinary resolutions of the Company:

11. **“THAT**

- (i) subject to paragraph (iii) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (iii) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); (b) the exercise of warrants issued to subscribe for Shares or the exercise of options granted under any share option scheme adopted by the Company; or (c) an issue of Shares in lieu of whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20% of the total number of Shares of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“Rights Issue” means offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company)”;

12. **“THAT**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued Shares in the capital of the Company on the Stock Exchange, subject to and in connection with all applicable laws and/or the requirements of the Stock Exchange and the Hong Kong Code on Share Repurchases as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of Shares of the Company in issue as at the date of the passing of this resolution, and this approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”; and



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## NOTICE OF ANNUAL GENERAL MEETING

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13. “**THAT** conditional upon ordinary resolutions nos. 11 and 12 above being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to ordinary resolution no. 11 above be and is hereby extended by the addition thereto the total number of Shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of Shares of the Company repurchased by the Company under the authority granted to the Directors pursuant to the ordinary resolution no. 12 above, provided that such an amount shall not exceed 10% of the total number of Shares of the Company as at the date of passing this resolution.”.

By Order of the Board  
**CMIC Ocean En-Tech Holding Co., Ltd.**  
**Lou Dongyang**  
*Chairman*

Hong Kong, 21 April 2020

*Notes:*

1. The register of members of the Company will be closed from Monday, 18 May 2020 to Friday, 22 May 2020, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for the entitlement to attend and vote at the meeting, all transfer documents, accompanied by the relevant share certificates, must be duly completed and lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 15 May 2020.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company, but must attend the meeting in person to represent you.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. at 10:00 a.m. on 20 May 2020) (Hong Kong time) or any adjourned meeting.
4. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the meeting shall be voted by poll.
7. An explanatory statement containing further details regarding resolution no. 12 above as required by the Listing Rules is set out in Appendix I to the circular which will be dispatched to shareholders together with the annual report of the Company for the year ended 31 December 2019.

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## NOTICE OF ANNUAL GENERAL MEETING

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8. Precautionary measures being taken to prevent and control the spread of the novel coronavirus pneumonia (COVID-19) at the Annual General Meeting, including:
- (i) mandatory body temperature screening at the entrance of the venue for each attendee. Any person with a body temperature over 37.5°C shall not be permitted to enter the venue;
  - (ii) use of a surgical face mask for each attendee;
  - (iii) no distribution of corporate souvenirs/gifts or refreshments;
  - (iv) appropriate distancing and spacing between seats; and
  - (v) other measures may be required by governmental bodies.

Any attendee who does not comply with the precautionary measures or is subject to quarantine, with any flu-like symptoms, who has had close contact with any person under quarantine, or has travelled overseas within 14 days immediately before the Annual General Meeting shall not be permitted to enter the venue. All shareholders are strongly encouraged to appoint the chairman of the meeting as their meeting proxy to vote on the relevant resolutions(s) at the Annual General Meeting as an alternative to attending the Annual General Meeting in person and contacting the Investor Relations Department of the Company for questions to management.