

## Offshore Oil Engineering Co., Ltd.

### Announcement on the Resolutions of the 24th Meeting of the 5th Board of Directors

#### Important Notice

The Board of Directors and all directors of the Company guarantee that the announcement contains no false records, misleading statements or major omissions, and bear joint and several liabilities for the authenticity, accuracy and integrity of the announcement.

#### I. Meeting Holding

On January 19, 2017, Offshore Oil Engineering Co., Ltd. (hereinafter referred to as "the Company" or "COOEC") appointed a special person to send and fax to all directors the *Notice on Holding the 24th Meeting of the 5th Board of Directors*. On January 22, 2017, the Company convened the 24th Meeting of the 5th Board of Directors in Beijing and the Meeting was presided over by Lv Bo, Chairman of the Company.

The number of directors supposed to come in this Meeting is 6, and actual participants are 5, of whom the independent director - Mr. Qiu Xiaohua entrusted the independent director - Mr. Guo Tao to attend the Meeting on behalf of himself and exercise the voting right; supervisors and some senior managers of the Company attended the meeting as nonvoting delegates, and the meeting was held in accordance with laws, regulations, rules and relevant provisions in *Articles of Association of the Company*.

#### II. Deliberation on Board Meeting

Upon deliberation, the directors present unanimously voted through the following resolutions:

(I) *Proposal on Zhou Xuezhong's Resignation from the Director, President and Relevant Profession in Committee of the Company* was adopted upon deliberation with 6 in favor, 0 against and 0 abstention.

Since Mr. Zhou Xuezhong, the Director and President of the *Company* has reached the legal retirement age, the Board of Directors received Zhou Xuezhong's resignation report on Jan. 22, 2017, in which he applied for resignation from the Director, President and other duties in Strategy Committee of Board of Directors, Nomination Committee and Remuneration and Appraisal Committee. The application was valid as of the date when the resignation report was received by the Board of Directors based on *Articles of Association of the Company*. Once resigned, Zhou Xuezhong would not assume any position in the Company.

Acted as the Director and President of COOEC from October 2010 to January 2017, Mr. Zhou Xuezhong was diligent, rigorous and intelligent, and instructed the Company to steadfastly carry out and implement the "Four capabilities" construction and conduct main business on a basis of "strong towards excellent", as well as made outstanding contributions on the fine management of the project, international market development, improvement of project quality and efficiency, industrial structure optimization, talents team training, security risk management & control and other aspects. Under the leadership of Zhou Xuezhong, a continuous progress has been achieved for the core competitiveness of the Company, important breakthroughs has been made on international market development, and profitability has been continually strengthened. It represents a major step towards the strategic objective of the world-class energy engineering company, and lays a solid foundation for future development of the Company.

The Board of Directors expressed sincere gratitude to Zhou Xuezhong's outstanding contributions to the sustainable and healthy development of the Company!

(II) *Proposal on Employing Jin Xiaojian as the President of the Company* was adopted upon deliberation with 6 in favor, 0 against and 0 abstention.

According to requirements on corporate management and development, it is agreed to employ Jin

Xiaojian as the President.

For the independent opinions of the independent directors on that proposal, see the website of SSE: <http://www.sse.com.cn>

(III) *Proposal on Electing Jin Xiaojian as the Candidate of Directors of the Company* was adopted upon deliberation with 6 in favor, 0 against and 0 abstention.

Pursuant to the nomination of the shareholders of the Company, Mr. Jin Xiaojian was agreed to be elected as the candidate of the 5th Board of Directors.

The proposal shall be submitted to the 1st Temporary General Meeting of Shareholders in 2017 for approval.

For the independent opinions of the independent directors on that proposal, see the website of SSE: <http://www.sse.com.cn>

(IV) *Proposal on Convening the 1st Temporary General Meeting of Shareholders in 2017* was adopted upon deliberation with 6 in favor, 0 against and 0 abstention. (Refer to the *Notice of the Company on Convening the 1st Temporary General Meeting of Shareholders in 2017* disclosed on the website of the Shanghai Stock Exchange on the same day for details.)

### III. Annex of Internet Announcement

Opinions of Independent Directors of the Company.

The announcement is hereby given.

Attachment: Resume of Mr. Jin Xiaojian

Board of Directors of Offshore Oil Engineering Co., Ltd.

January 22, 2017

Attachment:

### Resume of Mr. Jin Xiaojian

**Jin Xiaojian:** male, born in 1959, obtained the bachelor's degree in oil field machinery from Mechanics School of Southwest Petroleum Institute, got his master's degree in business administration from Business School of Nankai University, and got EMBA in business administration from HEC. He is a professor-level senior engineer.

He started to work in CNOOC from 1982, and successively acted as Drilling Director, Vice-Director of Production Department and Vice-Director of Production Office in the Drilling and Production Department of CNOOC Bohai Company; From March 1996 to October 2001, he served successively as Chief Engineer, Deputy General Manager and General Manager of CNOOC Technology Service Company; From October 2001 to October 2005, he served as Deputy General Manager and Executive Vice-President of China Oilfield Services Ltd.; From October 2005 to February 2007, he was the Deputy General Manager of Tianjin Branch of CNOOC (China); From February 2007 to December 2013, he was the General Manager of the Engineering Construction Department of CNOOC; From December 2013 to January 2017, he served as the General Manager of the Planning Department of CNOOC and the Director of the Engineering Management Office of CNOOC.

Jin Xiaojian does not hold any share of the Company. He's never punished by CSRC and other departments concerned or stock exchange.