

### 股份發行人的證券變動月報表

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| **截至月份（日／月／年）：** | **30/11/2019** |

致：香港交易及結算所有限公司

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| 公司名稱 | **中船海洋與防務裝備股份有限公司 (股份代號：00317)**  *（在中華人民共和國註冊成立之股份有限公司）* | |  |
| 呈交日期 | **2019年12月6日** |  |  |

# I. 法定股本變動

1. 普通股

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| (1) 股份代號： | **00317** | 說明： | | **H 股** | | | | | | | | |  |
|  | | |  | |  | | |  | | | | | |
|  | | | 普通股數目 | | 面值  *（請註明貨幣)* | | | 法定股本  *（請註明貨幣)* | | | | | |
| 上月底結存 | | | **592,071,197** | |  | **RMB 1.00** |  | **RMB 592,071,197** | | | |  | |
| 增加／（減少） | | | **0** | |  |  |  | **0** | | | |  | |
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| 本月底結存 | | | **592,071,197** | |  | **RMB 1.00** |  | **RMB 592,071,197** | | | |  | |
|  |  |  | |  | | | | | |  | | | |
| (2) 股份代號 | **600685** | 說明： | | **A股(上海證券交易所)** | | | | | | | | |  |
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|  | | | 普通股數目 | | 面值  *（請註明貨幣)* | | | | 法定股本  *（請註明貨幣)* | | | | |
| 上月底結存 | | | **821,435,181** | |  | **RMB 1.00** |  | | **RMB 821,435,181** | |  | | |
| 增加／（減少） | | | **0** | |  |  |  | | **0** | |  | | |
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| 本月底結存 | | | **821,435,181** | |  | **RMB 1.00** |  | | **RMB 821,435,181** | |  | | |
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2. 優先股 **不適用**

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| 股份代號： |  | 說明： | |  | | | | | | |  |
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|  | | | 優先股數目 | | 面值  *（請註明貨幣)* | | | 法定股本  *（請註明貨幣)* | | | |
| 上月底結存 | | |  | |  |  |  |  | |  | |
| 增加／（減少） | | |  | |  |  |  |  | |  | |
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| 本月底結存 | | |  | |  |  |  |  | |  | |
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3. 其他類別股份 **不適用**

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| 股份代號： |  | 說明： | |  | | | | | | |  |
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|  | | | 其他類別股份數目 | | 面值  *（請註明貨幣)* | | | 法定股本  *（請註明貨幣)* | | | |
| 上月底結存 | | |  | |  |  |  |  | |  | |
| 增加／（減少） | | |  | |  |  |  |  | |  | |
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| 本月底結存 | | |  | |  |  |  |  | |  | |
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| 本月底法定股本總額*（請註明貨幣）* | **RMB　1,413,506,378** |

# II. 已發行股本變動

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|  | 每股面值人民幣1.00元之  普通股數目 | | | | | 優先股數目 | | 其他類別股份數目 | | | |
|  | (1)  **H股** | | (2)  **A股** | | |
| 上月底結存 | **592,071,197** |  | | **821,435,181** |  | | **不適用** | |  | **不適用** |  |
| 本月增加／（減少） | **0** |  | | **0** |  | | **不適用** | |  | **不適用** |  |
| 本月底結存 | **592,071,197** |  | | **821,435,181** |  | | **不適用** | |  | **不適用** |  |
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# III. 已發行股本變動詳情

股份期權（根據發行人的股份期權計劃） **不適用**

| 股份期權計劃詳情，包括股東特別大會通過日期 (日/月/年) 及可發行股份類別 | | | 本月內變動 | | | | | | | | | | | | | | 本月內因此發行的發行人新股份數目 | | | | 本月底因此可能發行的發行人新股份數目 | |
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| 授出 | | | 行使 | | | 註銷 | | | | 失效 | | | |
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|  | 股 |  | |  |  | |  |  | |  | |  | |  | |  |  | | |  | |  |
|  | *(註1)* |  | |  |  | |  |  | |  | |  | |  | |  |  | | |  | |  |
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|  | 2. |  | |  |  | |  |  | |  | |  | |  | |  |  | | |  | |  |
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|  | 股 |  | |  |  | |  |  | |  | |  | |  | |  |  | | |  | |  |
|  | *(註1)* |  | |  |  | |  |  | |  | |  | |  | |  |  | | |  | |  |
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|  | 3. |  | |  |  | |  |  | |  | |  | |  | |  |  | | |  | |  |
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|  | 股 |  | |  |  | |  |  | |  | |  | |  | |  |  | | |  | |  |
|  | *(註1)* |  | |  |  | |  |  | |  | |  | |  | |  |  | | |  | |  |
|  |  |  | |  |  | | 總數A. (普通股) | | | | | | | | |  |  | | |  | |  |
|  |  |  | |  |  | |  |  | | (優先股) | | | | | |  |  | | |  | |  |
|  |  |  | |  |  | |  |  | | (其他類別股份) | | | | | |  |  | | |  | |  |
| 本月內因行使期權所得資金總額 (請註明貨幣) | | | | | | | | | | |  | | | | | | |  | | | | |
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承諾發行將予上市的發行人股份的權證 **不適用**

| 權證說明  (到期日 – 日/月/年) | | | | 面值貨幣 | | | 上月底面值 | | | 本月內已行使 | | 本月底面值 | | | | 本月內因此發行的發行人新股份數目 | 本月底因此可能發行的發行人新股份數目 | | |
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| 股份代號 (如已上市) | |  | | | | | | | |  | | | |
| 可發行股份類別  *(註1)* | |  | | | | | | | |  | | | |
| 認購價 | |  | | | | | | | |  | | | |
| 股東特別大會通過日期 (如適用)  (日/月/年) | | ( / / ) | | | | | | | |  | | | |
|  | 2. | |  |  | |  | |  |  |  |  | |  | |  |  |  |  |  |
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| 股份代號 (如已上市) | |  | | | | | | | |  | | | |
| 可發行股份類別  *(註1)* | |  | | | | | | | |  | | | |
| 認購價 | |  | | | | | | | |  | | | |
| 股東特別大會通過日期 (如適用)  (日/月/年) | | ( / / ) | | | | | | | |  | | | |
|  | 3. | |  |  | |  | |  |  |  |  | |  | |  |  |  |  |  |
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| 股份代號 (如已上市) | |  | | | | | | | |  | | | |
| 可發行股份類別  *(註1)* | |  | | | | | | | |  | | | |
| 認購價 | |  | | | | | | | |  | | | |
| 股東特別大會通過日期 (如適用)  (日/月/年) | | ( / / ) | | | | | | | |  | | | |
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|  | 4. | |  |  | |  | |  |  |  |  | |  | |  |  |  |  |  |
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| 股份代號 (如已上市) | |  | | | | | | | |  | | | |
| 可發行股份類別  *(註1)* | |  | | | | | | | |  | | | |
| 認購價 | |  | | | | | | | |  | | | |
| 股東特別大會通過日期 (如適用)  (日/月/年) | | ( / / ) | | | | | | | |  | | | |
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|  | | 總數B. (普通股) | | | | | | | | | | | |  | | |  | |  |
|  | |  | | | | | | | | (優先股) | | | |  | | |  | |  |
|  | |  | | | | | | | | (其他類別股份) | | | |  | | |  | |  |
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可換股票據（即可轉換為將予上市的發行人股份） **不適用**

| 類別及說明 | | | | 發行貨幣 | | | 上月底  已發行總額 | | | 本月內已換股款額 | | 本月底  已發行總額 | | | 本月內  因此發行的發行人  新股份數目 | | 本月底因此可能發行的發行人新股份數目 | | |
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| 股份代號 (如已上市) | |  | | | | | |  | | | | |  | | | | | | |
| 可發行股份類別  *(註1)* | |  | | | | | |  | | | | | | | | | | | |
| 認購價 | |  | | | | | |  | | | | | | | | | | | |
| 股東特別大會通過日期 (如適用)  (日/月/年) | | ( / / ) | | | | | |  | | | | | | | | | | | |
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| 股份代號 (如已上市) | |  | | | | | |  | | | | |  | | | | | | |
| 可發行股份類別  *(註1)* | |  | | | | | |  | | | | | | | | | | | |
| 認購價 | |  | | | | | |  | | | | | | | | | | | |
| 股東特別大會通過日期 (如適用)  (日/月/年) | | ( / / ) | | | | | |  | | | | | | | | | | | |
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| 股份代號 (如已上市) | |  | | | | | |  | | | | |  | | | | | | |
| 可發行股份類別  *(註1)* | |  | | | | | |  | | | | | | | | | | | |
| 認購價 | |  | | | | | |  | | | | | | | | | | | |
| 股東特別大會通過日期 (如適用)  (日/月/年) | | ( / / ) | | | | | |  | | | | | | | | | | | |
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| 股份代號 (如已上市) | |  | | | | | |  | | | | |  | | | | | | |
| 可發行股份類別  *(註1)* | |  | | | | | |  | | | | | | | | | | | |
| 認購價 | |  | | | | | |  | | | | | | | | | | | |
| 股東特別大會通過日期 (如適用)  (日/月/年) | | ( / / ) | | | | | |  | | | | | | | | | | | |
|  | | 總數C. (普通股) | | | | | | | | | | |  | | | |  |  | |
|  | |  | | | | | | | | (優先股) | | |  | | | |  |  | |
|  | |  | | | | | | | | (其他類別股份) | | |  | | | |  |  | |
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為發行將予上市的發行股份所訂立的任何其他協議或安排，包括期權（但不包括根據股份期權計劃發行的期權） **不適用**

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| 詳情，包括股東特別大會通過日期 (日/月/年)(如適用)及可發行股份類別 | | 本月內  因此發行的  發行人新股份數目 | 本月底  因此可能發行的  發行人新股份數目 | |
| 1. |  |  |  |  |
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|  | 股 *(註1)* |  |  |  |
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| 2. |  |  |  |  |
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|  | 股 *(註1)* |  |  |  |
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| 3. |  |  |  |  |
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|  | 股 *(註1)* |  |  |  |
|  |  |  |  |  |
|  | 總數D. (普通股) |  |  |  |
|  | (優先股) |  |  |  |
|  | (其他類別股份) |  |  |  |
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已發行股本的其他變動

|  | 發行類別 |  | | |  | |  | |  | | | 本月內  因此發行  的發行人  新股份  數目 | | | 本月底因此  可能發行  的發行人  新股份  數目 | | |
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| 1. 供股 | | 價格： | | | 請註明貨幣 | |  |  | 可發行股份類別 *(註1)*  發行及配發日期：  (日/月/年)  股東特別大會通過日期：  (日/月/年) | | \_\_\_\_\_\_\_\_  ( / / )  ( / / ) |  |  | **不適用** |  | | **不適用** |
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|  | |  | | |  | |  |  |  | |  |  |  |  |  | |  |
| 1. 公開招股 | | 價格： | | | 請註明貨幣 | |  |  | 可發行股份類別 *(註1)*  發行及配發日期：  (日/月/年)  股東特別大會通過日期：  (日/月/年) | | \_\_\_\_\_\_\_\_  ( / / )  ( / / ) |  |  | **不適用** |  | | **不適用** |
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|  | |  | | |  | |  |  |  | |  |  |  |  |  | |  |
| 1. 配售 | | 價格： | | | 請註明貨幣 | |  |  | 可發行股份類別 *(註1)*  發行及配發日期：  (日/月/年)  股東特別大會通過日期：  (日/月/年) | | \_\_\_\_\_\_\_\_  ( / / )  ( / / ) |  |  | **不適用** |  | | **不適用** |
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|  | |  | | |  | |  |  |  | |  |  |  |  |  | |  |
| 1. 紅股發行 | |  | | |  | |  |  | 可發行股份類別 *(註1)*  發行及配發日期：  (日/月/年)  股東特別大會通過日期：  (日/月/年) | | \_\_\_\_\_\_\_\_  ( / / )  ( / / ) |  |  | **不適用** |  | | **不適用** |
|  | |  | | |  | |  |  |  | |  |  |  |  |  | |  |
| 1. 以股代息 | | | 價格： | | | 請註明貨幣 |  |  | 可發行股份類別 *(註1)*  發行及配發日期：  (日/月/年)  股東特別大會通過日期：  (日/月/年) | | \_\_\_\_\_\_\_\_  ( / / )  ( / / ) |  |  | **不適用** |  | | **不適用** |
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| 1. 購回股份 | | |  | | |  |  |  | 所購回股份類別 *(註1)*  註銷日期：  (日/月/年)  股東特別大會通過日期：  (日/月/年) | | \_\_\_\_\_\_\_\_  ( / / )  ( / / ) |  |  | **不適用** |  | | **不適用** |
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| 1. 贖回股份 | | |  | | |  |  |  | 所贖回股份類別 *(註1)*  贖回日期：  (日/月/年)  股東特別大會通過日期：  (日/月/年) | | \_\_\_\_\_\_\_\_  ( / / )  ( / / ) |  |  | **不適用** |  | | **不適用** |
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| 1. 代價發行 | | | 價格： | | | 請註明貨幣 |  |  | 可發行股份類別 *(註1)*  發行及配發日期：  (日/月/年)  股東特別大會通過日期：  (日/月/年) | | \_\_\_\_\_\_\_\_  ( / / )  ( / / ) |  |  | **不適用** |  | | **不適用** |
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| 1. 資本重組 | | |  | | |  |  |  | 可發行股份類別 *(註1)*  發行及配發日期：  (日/月/年)  股東特別大會通過日期：  (日/月/年) | | \_\_\_\_\_\_\_\_  ( / / )  ( / / ) |  |  | **不適用** |  | | **不適用** |
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| 1. 其他   (請註明) | | | 價格： | | | 請註明貨幣 |  |  | 可發行股份類別 *(註1)*  發行及配發日期：  (日/月/年)  股東特別大會通過日期：  (日/月/年) | | \_\_\_\_\_\_\_\_  ( / / )  ( / / ) |  |  | **不適用** |  | | **不適用** |
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|  | | | |  | | | | | | 總數E. (普通股) | | |  | |  |  | |
|  | | | |  | | | | | | (優先股) | | |  | |  |  | |
|  | | | |  | | | | | | (其他類別股份) | | |  | |  |  | |
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| 本月普通股增加／（減少）總額（即A至E項的總和）： (1) | **0** |
| (2) | **0** |
| 本月優先股增加／（減少）總額（即A至E項的總和）： | **不適用** |
| 本月其他類別股份增加／（減少）總額（即A至E項的總和）： | **不適用** |
| *（此數目應相等於上文第II項（「已發行股本變動」）內的相關數字。）* | |

# IV. 確認

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| 我們在此確認，據我們所知所信，發行人在本月發行的每項證券（如第III部所述但未曾於根據第13.25A條所刊發的報表中披露）已獲發行人董事會正式授權批准，並在適用的情況下：  *（註2）*   1. 上市發行人已收取其在是次發行應得的全部款項； 2. 已履行香港聯合交易所有限公司證券上市規則「上市資格」項下所規定有關上市的一切先決條件； 3. 批准證券上市買賣的正式函件內所載的所有條件（如有）已予履行； 4. 每類證券在各方面均屬相同*（註3）*； 5. 《公司（清盤及雜項條文）條例》規定送呈公司註冊處處長存檔的全部文件已經正式存檔，而一切其他法律規定亦已全部遵行； 6. 確實所有權文件按照發行條款的規定經已發送/現正準備發送/正在準備中並將會發送； 7. 發行人的上市文件所示已由其購買或同意購買的全部物業的交易已完成；全部該等物業的購買代價已予繳付；及 8. 有關債券、借貸股份、票據或公司債券的信託契約/平邊契據經已製備及簽署，有關詳情已送呈公司註冊處處長存檔（如法律如此規定）。 |

備註(如有)：

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呈交者：**李志東**

職銜：**公司秘書**

(董事、秘書或其他獲正式授權的人員)

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*註：*

*1. 請註明股份類別 (如普通股、優先股或其他類別股份) 。*

*2. (i) 至 (viii) 項為確認內容的建議格式，可按個別情況予以修訂。如發行人早前已就某證券發行於根據第13.25A條所刊發的報表中作出有關確認，則不需要於此報表再作確認。*

*3. 在此「相同」指：*

* *證券的面值相同，須繳或繳足的股款亦相同；*
* *證券有權領取同一期間內按同一息率計算的股息/利息，下次派息時每單位應獲派發的股息/利息額亦完全相同（總額及淨額）；及*
* *證券附有相同權益，如不受限制的轉讓、出席會議及於會上投票，並在所有其他方面享有同等權益。*

*4. 如空位不敷應用，請附加指定的續頁。*