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If you have sold or transferred all your shares in **China BlueChemical Ltd.**, you should at once hand this circular, together with the enclosed form of proxy and reply slip, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中海石油化学股份有限公司
China BlueChemical Ltd.*

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

(Stock Code: 3983)

PROPOSED APPOINTMENT OF DIRECTOR AND SUPERVISOR
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATIONS
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at the Meeting Room, 3rd Floor, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, PRC on Tuesday, 24 October 2017 at 10:00 a.m. is set out on pages 12 to 14 of this circular.

A reply slip and a form of proxy for use at the EGM (or any adjournment thereof) are enclosed and are also published on the website of the Stock Exchange (www.hkexnews.hk). Shareholders who intend to attend the EGM shall complete and return the reply slip in accordance with the instructions printed thereon before Wednesday, 4 October 2017. Whether or not you are able to attend the EGM, you are strongly advised to complete and sign the enclosed form of proxy, in accordance with the instructions printed thereon, and to lodge them with the Company's Secretary Office of the Board in China (for holders of domestic shares or unlisted foreign shares) at Room 1707, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC or the Company's H share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H shares), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

* *For identification purpose only*

8 September 2017

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	8
NOTICE OF THE EXTRAORDINARY GENERAL MEETING	12

DEFINITIONS

In this circular, the following words and expressions shall, unless the context otherwise requires, have the following respective meanings:

“Articles of Associations”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“CNOOC”	中國海洋石油總公司 (China National Offshore Oil Corporation*), a state-owned company established in China which is also the controlling shareholder (as defined in the Listing Rules) of the Company
“Company”	中海石油化學股份有限公司 (China BlueChemical Ltd.*), (stock code: 3983), a company established in the PRC and a subsidiary of CNOOC, the H Shares of which have been listed on the main board of the Stock Exchange of Hong Kong Limited
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Tuesday, 24 October 2017 at the Meeting Room, 3rd Floor, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC, and adjournment thereof
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company
“Shareholder(s)”	shareholder(s) of the Company

DEFINITIONS

“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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中海石油化学股份有限公司
China BlueChemical Ltd.*

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

(Stock Code: 3983)

Executive Director:

Mr. XIA Qinglong

Non-executive Directors:

Mr. CHEN Bi

Mr. XIE Weizhi

Mr. GUO Xinjun

Independent non-executive Directors:

Ms. LEE Kit Ying

Mr. LEE Kwan Hung

Mr. YU Changchun

Registered Office:

No. 1 Zhu Jiang South Street

Dongfang City

Hainan Province

The PRC

Principal place of business

in Hong Kong:

65/F., Bank of China Tower

No. 1 Garden Road

Central

Hong Kong

8 September 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSED APPOINTMENTS OF DIRECTOR AND SUPERVISOR
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the EGM and provide you with the information in respect of (i) the proposed appointments of a non-executive Director and a Supervisor; and (ii) the proposed amendments to the Articles of Association to enable you to make a decision on whether to vote for or against relevant resolutions at the forthcoming EGM.

LETTER FROM THE BOARD

PROPOSED APPOINTMENTS OF DIRECTOR AND SUPERVISOR

The Board proposed to appoint Mr. Meng Jun (“**Mr. Meng**”) as a non-executive Director and the Supervisory Committee proposed to appoint Mr. Tang Quanrong (“**Mr. Tang**”) as a Supervisor. Their respective term of office will commence from the date on which approval of their respective appointment by the Shareholders is obtained at the EGM and shall last until a new session of the Directors and Supervisors are approved by the Shareholders at the 2017 annual general meeting of the Company. The appointments of Mr. Meng and Mr. Tang are subject to the approval by the Shareholders at the EGM.

Biographical details of Mr. Meng and Mr. Tang are set out as below:

Mr. Meng Jun, born in August 1960, graduated with a MBA degree from Open University of Hong Kong in December 2004 and an EMBA degree from Sun Yat-sen University in June 2007. He was awarded the title of senior accountant in December 2003. He worked successively as accountant, leader of the finance group, deputy section chief, section chief and chief accountant of the finance department of CNOOC Nanhai West Corporation from April 1978 to January 1997. He worked as manager of the planning and finance department of CNOOC Chemical Limited and chief accountant of CNOOC Fudao Limited from January 1997 to June 2001. He worked as chief financial officer of CNOOC Fudao Limited from June 2001 to October 2005. He worked as Chief Financial Officer of CNOOC Chemical Limited from October 2005 to April 2006. He worked as vice president, secretary to the board of directors and company secretary of China BlueChemical Ltd. from April 2006 to April 2007. He worked as deputy general manager of the financial management department of CNOOC from April 2007 to December 2011. He worked as deputy general manager of the financial and assets management department of CNOOC from December 2011 to July 2017. He has been a director of Offshore Oil Engineering Co., Ltd. (a listed company on the Shanghai Stock Exchange, stock code: 600583) since January 2014. He has been the general manager of the financial and assets department of CNOOC since July 2017.

Mr. Tang Quanrong, born in September 1965, graduated with a bachelor’s degree in Economics from Hunan Finance and Economics Institute (now known as Hunan University) in July 1987 majoring in finance and accounting in industrial enterprises. He was awarded the title of senior auditor in October 2000. He worked successively as staff member, senior staff member, principle staff member, deputy director, and director of the Wuhan Resident Office of the National Audit Office of the PRC from

LETTER FROM THE BOARD

July 1987 to December 2006, during which Mr. Tang visited and worked at the Accounting Office of the National Audit Office of the PRC in the Ministry of Foreign Affairs. He worked as the director of the first office of audit and supervision department of CNOOC from December 2006 to December 2009. He worked successively as chairman of the supervisory committee and other positions in CNOOC Ningbo Daxie Petrochemical Co., Ltd., CNOOC Zhoushan Petrochemical Co., Ltd., CNOOC Chemical Import and Export Co., Ltd., Zhonghai Trust Co., Ltd., CNOOC Finance Co., Ltd., CNOOC Investment Holding Co., Ltd. and CNOOC Insurance Ltd. from December 2009 to December 2013. He worked as deputy general manager and chief accountant in Shandong Haihua Group Co., Ltd and chairman of the board of Shandong Haihua Company Limited (a listed company on the Shenzhen Stock Exchange, stock code: 000822) from December 2013 to November 2016. He has been a deputy manager of the audit department of CNOOC since November 2016.

Subject to the approval of their respective appointment by the Shareholders at the EGM, Mr. Meng and Mr. Tang will enter into a service contract with the Company, respectively. The Board will be authorised by the Shareholders to determine Mr. Meng's remuneration based on recommendation by the remuneration committee of the Board while taking into consideration of his qualifications, abilities, responsibilities and experience. The Board will be authorised by the Shareholders, and the remuneration committee of the Board will be further delegated to determine Mr. Tang's remuneration according to his qualifications, abilities, responsibilities and experience. As soon as their remunerations are fixed by the Board and the remuneration committee of the Board respectively, the Company will make an announcement accordingly.

Save as disclosed above, Mr. Meng and Mr. Tang did not hold any other directorships in other listed public companies in the past three years and both of them (i) are not related to any Directors, Supervisors, senior management or substantial or controlling shareholders of the Company; (ii) are not interested in any Shares within the meaning of Part XV of the SFO; and (iii) do not hold any other position with the Company or other members of the Group.

Save as disclosed herein, Mr. Meng and Mr. Tang have confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information in relation to the appointments of Mr. Meng and Mr. Tang that is required to be disclosed pursuant to Rule 13.51 (2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to further improve the corporate governance and to adapt to the needs of the Company's business development while taking into consideration of the practical situation of the Company, the Board proposed to make certain amendments to the Articles of Association. The full terms of the proposed amendments to the Articles of Association are set out in Appendix I to this circular.

The proposed amendments to the Articles of Association shall come into effect upon passing of a special resolution at the EGM to approve the amendments and the approval by relevant government authorities (if required).

The Company confirms that the proposed amendments to the Articles of Association will not affect the existing business and operation of the Company and its subsidiaries.

The Articles of Association are written in Chinese without an official English version. Therefore, any English translation is for reference only. In case of inconsistency, the Chinese version shall prevail.

On 29 August 2017, the Board resolved to, among other things, seek the approval from the Shareholders at the EGM to amend the Articles of Association.

On 29 August 2017, the Company published an announcement regarding the proposed amendments to the Articles of Association.

EGM

The Company will convene an EGM to obtain the approval of (i) the proposed appointments of a non-executive Director and a Supervisor; and (ii) the proposed amendments to the Articles of Association.

The notice of the EGM to be held at 10:00 a.m. on Tuesday, 24 October 2017 at the Meeting Room, 3rd Floor, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC is set out on pages 12 to 14 of this circular. A reply slip and a form of proxy for use at the EGM are also enclosed. Shareholders who intend to attend the EGM shall complete and return the reply slip in accordance with the instructions printed thereon before Wednesday, 4 October 2017.

LETTER FROM THE BOARD

Whether or not you are able to attend the EGM, you are strongly advised to complete and sign the enclosed form of proxy, in accordance with the instructions printed thereon, and to lodge them with the Company's Secretary Office of the Board in China (for holders of domestic shares or unlisted foreign shares) at Room 1707, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC or the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H shares), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

VOTING BY WAY OF POLL

In accordance with the requirement of Rule 13.39(4) of the Listing Rules, all resolutions to be considered, and if thought fit, to be passed at the EGM, shall be passed by way of a poll.

RECOMMENDATIONS

The Directors consider that (i) the proposed appointments of a non-executive Director and a Supervisor; and (ii) the proposed amendments to the Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

By Order of the Board
China BlueChemical Ltd.*
WU Xiaoxia
Company Secretary

* *For identification purpose only*

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the proposed amendments to the Articles of Association are as follows:

Existing Provisions	Amended/Added Provisions
<p>N/A</p>	<p>Adding:</p> <p><u>Article 9</u></p> <p><u>Pursuant to the requirements of the Constitution of the Communist Party of China, an organisation of the Communist Party of China shall be established in the Company to act as the core of leadership and politics for the control of direction, overall situation and implementation. The Company shall establish an operating organ of the Party equipped with sufficient personnel to handle the business of the Party at the Company’s expense.</u></p>
<p>Article 29</p> <p>...</p> <p>The Company shall notify its creditors within ten days from the date of the Company’s resolution for reduction of registered capital and shall make three announcements in newspapers within thirty days of the date of such resolution. A creditor shall have the right to demand the Company to settle its debts or provide a corresponding guarantee for settlement of such debt within thirty days of receiving such notice from the Company or, in the case of a creditor who has not received any notice, within ninety days of the date of the first announcement.</p> <p>...</p>	<p>Article 29<u>30</u></p> <p>...</p> <p>The Company shall notify its creditors within ten days from the date of the Company’s resolution for reduction of registered capital and shall make three<u>an</u> announcements<u>announcement</u> in the newspaper within thirty days of the date of such resolution. A creditor shall have the right to demand the Company to settle its debts or provide a corresponding guarantee for settlement of such debt within thirty days of receiving such notice from the Company or, in the case of a creditor who has not received any notice, within ninety<u>forty-five</u> days of the date of the first announcement.</p> <p>...</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 83</p> <p>The following businesses shall be passed by a special resolution at a general meeting:</p> <p>...</p> <p>(7) Any other businesses which have been passed by a general meeting by way of ordinary resolutions as having a material effect on the Company and requiring approval by way of special resolutions.</p>	<p>Article 8384</p> <p>The following businesses shall be passed by a special resolution at a general meeting:</p> <p>...</p> <p>(7) Any other businesses as required by the laws, regulations or the Articles or which have been passed by a general meeting of the Company by way of ordinary resolutions as having a material effect on the Company and requiring approval by way of special resolutions.</p>
<p>N/A</p>	<p>Adding:</p> <p><u>Article 106</u></p> <p><u>When the board of directors appoints senior management of the Company, the organisation of the Party shall deliberate the candidate nominated by the board of directors or the president and make suggestions, or recommend candidates to the board of directors and the president.</u></p> <p><u>The board of directors shall consult the organisation of the Party before making decisions on significant matters such as the reform and development direction, primary objectives and missions as well as key tasks and arrangements of the Company.</u></p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 181</p> <p>...</p> <p>In a merger of the Company, all parties to a merger shall sign the merger agreement and shall prepare their respective balance sheets and inventory lists of assets. The Company shall notify its creditors within ten days from the date of passing the merger resolution and to make three announcements in the “China Securities Times” or other national newspapers within thirty days. Creditors shall, within a period of thirty days from the date of receipt of the written notification or within forty-five days from the date of the first announcement for those who do not receive written notification, have the right to claim full repayment or provision of a corresponding guarantee from the Company.</p> <p>...</p>	<p>Article 181<u>183</u></p> <p>...</p> <p>In a merger of the Company, all parties to a merger shall sign the merger agreement and shall prepare their respective balance sheets and inventory lists of assets. The Company shall notify its creditors within ten days from the date of passing the merger resolution and make three—an announcements announcement in the “China Securities Times” or other national newspaper within thirty days. Creditors shall, within a period of thirty days from the date of receipt of the written notification or within forty-five days from the date of the first—announcement for those who do not receive written notification, have the right to claim full repayment or provision of a corresponding guarantee from the Company.</p> <p>...</p>
<p>Article 182</p> <p>...</p> <p>In a demerger of the Company, all parties to the demerger shall sign the demerger agreement and shall prepare their respective balance sheets and inventory lists of assets. The Company shall notify its creditors within ten days from the date of passing the demerger resolution and to make three announcements in the “China Securities Times” or other national newspapers within thirty days.</p> <p>...</p>	<p>Article 182<u>184</u></p> <p>...</p> <p>In a demerger of the Company, all parties to the demerger shall sign the demerger agreement and shall prepare their respective balance sheets and inventory lists of assets shall be prepared. The Company shall notify its creditors within ten days from the date of passing the demerger resolution and to make three—an announcements announcement in the “China Securities Times” or other national newspapers within thirty days.</p> <p>...</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 187</p> <p>The liquidation committee shall inform creditors within ten days of its establishment and make three announcements in the newspapers within sixty days.</p> <p>Creditors shall register the debts due to them to the liquidation committee within thirty days upon receipt of notice or within ninety days from the date of the first announcement if no notice is received. Those who fail to register their debts before the due date shall be deemed to have waived their debts. Creditors registering their debts shall elaborate details of their debts and provide evidence of proof. The liquidation committee shall register the debts.</p>	<p>Article 187<u>189</u></p> <p>The liquidation committee shall inform creditors within ten days of its establishment and make three<u>an</u> announcement in the newspapers within sixty days.</p> <p>Creditors shall register the debts due to them to the liquidation committee within thirty days upon receipt of notice or within ninety<u>forty-five</u> days from the date of the first announcement if no notice is received. Those who fail to register their debts before the due date shall be deemed to have waived their debts. Creditors registering their debts shall elaborate details of their debts and provide evidence of proof. The liquidation committee shall register the debts.</p>
<p>Article 200</p> <p>For the purposes of the Articles, a certified public accounting firm shall have the same meaning as an “auditor”.</p> <p>...</p>	<p>Article 200<u>202</u></p> <p><u>Unless expressly provided otherwise, in the Articles, references to “or more” shall include the numbers to which they refer and references to “exceed”, “over”, “less than” and “below” shall exclude the numbers to which they refer.</u></p> <p>For the purposes of the Articles, a certified public accounting firm shall have the same meaning as an “auditor”.</p> <p>...</p>

After adding the proposed Article 9 and Article 106 as referred to above, the numberings of the other provisions of the Articles of Association and the relevant cross references will be adjusted accordingly.



中海石油化学股份有限公司
China BlueChemical Ltd.*

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

(Stock Code: 3983)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of China BlueChemical Ltd. (the “Company”) will be held at the Meeting Room, 3rd Floor, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC, on Tuesday, 24 October 2017 at 10 a.m., for the purposes of considering and, if thought fit, passing the following resolutions:

By way of ordinary resolutions:

1. To consider and approve the appointment of Mr. Meng Jun as a non-executive director of the Company, to authorise the chairman of the board to sign a service contract with Mr. Meng Jun for and on behalf of the Company, and to authorise the board of directors of the Company (the “Board”) to determine his remuneration based on the recommendation by the remuneration committee of the Board.
2. To consider and approve the appointment of Mr. Tang Quanrong as a supervisor of the Company, to authorise the chairman of Board to sign a service contract with Mr. Tang Quanrong for and on behalf of the Company, and to authorise the Board to delegate the remuneration committee of the Board to determine his remuneration.

By way of special resolution:

3. To consider and approve the proposed amendments to the articles of association of the Company and to authorise the Board to deal with on behalf of the Company the relevant filing and amendments (where necessary) procedures and other related issues arising from the amendments to the articles of association of the Company.

By Order of the Board
China BlueChemical Ltd.*
Wu Xiaoxia
Company Secretary

Beijing, the PRC
8 September 2017

* *For identification purpose only*

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the executive Director is Mr. Xia Qinglong, the non-executive Directors are Mr. Chen Bi, Mr. Xie Weizhi and Mr. Guo Xinjun and the independent non-executive Directors are Ms. Lee Kit Ying, Mr. Lee Kwan Hung and Mr. Yu Changchun.

Notes:

1. In order to determine the list of shareholders who are entitled to attend and vote at the EGM, the registers of members will be closed from 24 September 2017 to 24 October 2017, both days inclusive, during which period no transfer of shares will be effected. Shareholders of the Company whose names appear on the registers of members of the Company on 24 September 2017 are entitled to attend the EGM.

In order to qualify for attendance at the EGM, all instruments of transfer, accompanied by the relevant H share certificates, must be lodged with the Hong Kong share registrar for H Shares, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 22 September 2017.

2. A shareholder entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. Where a shareholder has appointed more than one proxy to attend the meeting, such proxies may only vote on a poll.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its attorney or duly authorised attorney(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.

In order to be valid, in respect of holders of domestic shares or unlisted foreign shares, the proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the Company's Secretary Office of the Board in China (Address: Room 1707, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC) not less than 24 hours before the time fixed for holding the meeting. In respect of the Company's H shares, the said documents together must be lodged at the Company's H share Registrar within the abovementioned period by holders of H shares. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the meeting if she/he so wishes. The H Share Registrar of the Company is Computershare Hong Kong Investor Services Limited, whose address is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

3. Shareholders who intend to attend the meeting in person or by proxy should return the reply slip in person, by post or by fax to the Company's Secretary Office of the Board in China (for holders of domestic shares or unlisted foreign shares) or Computershare Hong Kong Investor Services Limited (for holders of H shares) on or before Wednesday, 4 October 2017. The Company's Secretary Office of the Board in China is Room 1707, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC (Tel: 0086-10-84527250, Fax: 0086-10-84527254, Post code: 100029). The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
4. Shareholders or their proxy must present proof of their identities upon attending the EGM. Should a proxy be appointed, the proxy must also present copies of his/her proxy form, or copies of appointing instrument and power of attorney, if applicable.
5. The EGM is expected to last not more than one day. Shareholder or proxies attending the EGM are responsible for their own transportation and accommodation expenses.