



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)

**SUPPLEMENTAL NOTICE OF THE 2007
ANNUAL GENERAL MEETING
AND PROPOSED AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Reference is made to the Notice of the 2007 Annual General Meeting dated 24 April 2008 (“AGM Notice”) which sets out the resolutions to be considered by shareholders at the Annual General Meeting (“AGM”) to be held at 10:00 a.m. on Friday, 13 June 2008 at the Conference Room, 3rd Floor, CNOOC Office Building B, No. 98 Guanhai Road, Longhua District, Haikou, Hainan Province, the PRC.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM, which will be held as originally scheduled, will consider and, if thought fit, the passing of the following by way of special resolution in addition to the resolutions set out in the AGM Notice. The proposed special resolution was submitted to the Company by China National Offshore Oil Corporation (CNOOC), the controlling shareholder of the Company holding directly approximately 59.41% of the issued shares of the Company, pursuant to Article 63 of the Articles of Association (“Articles”) of the Company and in compliance with applicable laws. The proposed special resolution relates to the change of Articles arising from the proposed change of legal representative of the Company from the Chairman of the Company to the President of the Company. The proposed change of legal representative is raised as the Chairman of the Company is ordinarily resident in Beijing while the President of the Company is ordinarily resident in Hainan who, therefore, can more effectively execute his duties as legal representative of the Company as the Company is located at Hainan.

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

9. To consider and approve the following resolution by way of special resolution:

THAT, subject to the necessary approval of the relevant PRC authorities, Articles 4, 40, 106 and 121 of the Articles be amended as follows:

Article 4

By changing the legal representative of the Company from Chairman of the Company to President of the Company, the amended Article 4 will read:

“The legal representative of the Company is the President of the Company.”

Article 40

By changing the word “Chairman” to “legal representative”, the amended Article 40 will read:

“Share certificates shall be signed by the legal representative. In case other members of the senior management are required to sign by the stock exchange on which the Company’s shares are listed, such other members of the senior management shall also sign. The share certificates shall become valid after applying the Company’s seal or after being imprinted with the seal. Authorisation from the board of directors (the “Board”) should be obtained to affix the Company seal or to imprint the Company seal on the share certificates. The signature of the Chairman or relevant member of the senior management may also be in imprinted form.”

Article 106

As regards the duties of the Chairman, by deleting item 3, “to sign the share certificates issued by the Company” and changing the numbering of the original item (iv) to (iii), the amended Article 106 will read:

“The Chairman executes the duties below:

- (i) to chair shareholders’ meetings and to convene and chair meetings of the Board;
- (ii) to examine the status of implementation of the Board’s resolutions;
- (iii) other duties as authorized by the Board.

In case the Chairman cannot or does not execute his duties, a director nominated by more than half of the Board will execute such duties.

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Article 121

By adding item 8, “to sign share certificates issued by the Company”, and to change the numbering of the initial item 8 to item 9, the amended Article 121 will read:

“The President of the Company is accountable to the Board and exercises the duties below:

- (i) to take charge of the production operations and management tasks and organize the implementation of the Board’s resolution;
- (ii) to organize the implementation of the Company’s annual operating plan and investment scheme;
- (iii) to devise the set-up of the Company’s internal management structure;
- (iv) to devise the basic management policy of the Company;
- (v) to formulate the basic rules of the Company;
- (vi) to propose the appointment or dismissal of the vice president and financial controller of the Company;
- (vii) to appoint or dismiss management personnel, aside from those requiring the Board in approving their appointment or dismissal;
- (viii) to sign share certificates issued by the Company;
- (ix) other duties as granted by the Company’s Articles and the Board.

By Order of the Board
China Blue Chemical Ltd.
Quan Changsheng
Company Secretary

Haikou, Hainan Province, the PRC
14 May 2008

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

- (1) A revised proxy form is enclosed with this notice. The form of proxy despatched together with the 2007 Annual Report of the Company is superseded by this revised form of proxy.
- (2) Please refer to the AGM Notice for details in respect of the other resolutions to be passed at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members, procedures for demanding a poll to vote on the resolutions and other relevant matters.

As at the date of this notice, the Company's Executive Directors are Mr. Yang Yexin, Mr. Fang Yong and Mr. Chen Kai; Non-executive Director is Mr. Wu Mengfei; Independent Non-executive Directors are Mr. Wang Wenshan, Mr. Zhang Xinzhi, Mr. Wu Xiaohua and Mr. Tsui Yiu Wa, Alec.

** For identification purpose only.*