



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)

Proxy Form for Extraordinary General Meeting to be held on Tuesday, 30 December 2008

Number of shares related to this proxy form ^(note 1)	H Shares/Domestic Shares/ Unlisted Foreign Shares ^(note 2)
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I/(We) ^(note 3) _____
of _____ being the holder(s)
of ^(note 2) _____ H Share(s)/Domestic Share(s)/Unlisted Foreign Share(s) of China BlueChemical Ltd.
(the "Company") now appoint ^(note 4) _____ (I.D. No.: _____)
of _____
or failing him, the Chairman of the meeting as my (our) proxy to attend and vote for me (us) on the resolutions in accordance with the instructions below and on my (our) behalf at the Extraordinary General Meeting ("EGM") to be held at 10:00 a.m. on Tuesday, 30 December 2008 at the Conference Room, 3rd Floor, CNOOC Office Building B, No. 98 Guanhai Road, Longhua District, Haikou, Hainan Province, the PRC for the purpose of considering and, if thought fit, passing those resolutions as set out in the notice convening the said meeting.

By way of ordinary resolutions		For ^(note 5)	Against ^(note 5)
1.	(a) To approve, ratify and confirm the entering into of the supplemental agreement in relation to the transportation services framework agreement dated 1 September 2006 (the "COSL Transportation Agreement") entered into between China BlueChemical Ltd. (the "Company") and China Oilfield Services Limited ("COSL") in relation to the provision of transportation services by COSL to the Company and its subsidiaries from time to time (the "Group"), details of which are more particularly described in the circular regarding continuing connected transactions of the Company dated 14 November 2008 (the "CCT Circular"); and		
	(b) to authorise the board of directors of the Company (the "Board") to implement the transactions under the COSL Transportation Agreement and its supplemental agreement.		
2.	(a) To approve, ratify and confirm the proposed maximum annual aggregate value(s) (the "Proposed Caps") for the transactions under the COSL Transportation Agreement for the three financial years commencing on 1 January 2009 and ending on 31 December 2011 as set out in the CCT Circular; and		
	(b) to authorise the Board to take such actions as are necessary to implement the Proposed Caps.		
3.	(a) To approve, ratify and confirm the Proposed Caps for the transactions under the: (1) Dongfang 1-1 Offshore Gasfields Natural Gas Sale and Purchase Agreement dated 28 July 2003 entered into between CNOOC China Limited and the Company; (2) Dongfang 1-1 Offshore Gasfields Natural Gas Sale and Purchase Agreement dated 10 March 2005 entered into between CNOOC China Limited and CNOOC Kingboard Chemical Limited ("CNOOC Jiantao"); and (3) a natural gas sale and purchase framework agreement dated 1 September 2006 entered into between the Company and CNOOC China Limited for the three financial years commencing on 1 January 2009 and ending on 31 December 2011 as set out in the CCT Circular; and		
	(b) to authorise the Board to take such actions as are necessary to implement the Proposed Caps.		
4.	(a) To approve, ratify and confirm the entering into of the supplemental agreement in relation to the comprehensive services and product sales framework agreement dated 1 September 2006 (the "Comprehensive Services and Product Sales Agreement") entered into between the Company and China National Offshore Oil Corporation ("CNOOC"), details of which are more particularly described in the CCT Circular; and		
	(b) to authorise the Board to implement the transactions under the Comprehensive Services and Product Sales Agreement and its supplemental agreement.		
5.	(a) To approve, ratify and confirm the Proposed Caps for the transactions under Category A4(a) of the Comprehensive Services and Product Sales Agreement for the three financial years commencing on 1 January 2009 and ending on 31 December 2011 as set out in the CCT Circular; and		
	(b) to authorise the Board to take such actions as are necessary to implement the Proposed Caps.		
6.	(a) To approve, ratify and confirm the Proposed Caps for the transactions under Category A4(b) of the Comprehensive Services and Product Sales Agreement for the three financial years commencing on 1 January 2009 and ending on 31 December 2011 as set out in the CCT Circular; and		
	(b) to authorise the Board to take such actions as are necessary to implement the Proposed Caps.		

By way of ordinary resolutions		For <i>(note 5)</i>	Against <i>(note 5)</i>
7.	(a) To approve, ratify and confirm the Proposed Caps for the transactions under Category A4(c) of the Comprehensive Services and Product Sales Agreement for the three financial years commencing on 1 January 2009 and ending on 31 December 2011 as set out in the CCT Circular; and		
	(b) to authorise the Board to take such actions as are necessary to implement the Proposed Caps.		
8.	(a) To approve, ratify and confirm the entering into of the supplemental agreement in relation to financial services framework agreement dated 1 September 2006 (the “ Financial Services Agreement ”) entered into between the Group and CNOOC Finance Corporation Limited (“ CNOOC Finance ”) in relation to the financial transactions between CNOOC Finance and the Group, details of which are more particularly described in the CCT Circular; and		
	(b) to authorise the Board to implement the transactions under the Financial Services Agreement and its supplemental agreement.		
9.	(a) To approve, ratify and confirm the Proposed Caps for the transactions under Category A5(a) of the Financial Services Agreement for the three financial years commencing on 1 January 2009 and ending on 31 December 2011 as set out in the CCT Circular; and		
	(b) to authorise the Board to take such actions as are necessary to implement the Proposed Caps.		
10.	(a) To approve, ratify and confirm the Proposed Caps for the transactions under Category A5(b) of the Financial Services Agreement for the three financial years commencing on 1 January 2009 and ending on 31 December 2011 as set out in the CCT Circular; and		
	(b) to authorise the Board to take such actions as are necessary to implement the Proposed Caps.		
11.	(a) To approve, ratify and confirm the entering into of the supplemental agreement in relation to the product sales and related services framework agreement dated 22 August 2006 (the “ Kingboard Product Sales and Services Agreement ”) entered into between the Company and Kingboard Investment Limited (“ Hong Kong Kingboard ”) in relation to the provision of services and products by the Group to Hong Kong Kingboard and its Associates, details of which are particularly described in the CCT Circular; and		
	(b) to authorise the Board to implement the transactions under the Kingboard Product Sales and Services Agreement and its supplemental agreement.		
12.	(a) To consider and approve the Proposed Caps for the transactions under the Kingboard Product Sales and Services Agreement for the three financial years commencing on 1 January 2009 and ending on 31 December 2011 as set out in the CCT Circular; and		
	(b) to authorise the Board to take such actions as are necessary to implement the Proposed Caps.		

Date: _____ 2008

Signature: _____ *(note 4)*

Notes:

- (1) Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- (2) Please insert the type of shares (domestic shares or H shares or unlisted foreign shares) to which the proxy relates.
- (3) Please insert the full name(s) (in Chinese or in English, as shown in the register of members) and registered address(es) in BLOCK LETTERS.
- (4) 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 notarized.
To be valid, the proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the Board's Office (Address: No. 98 Guanhai Road, Longhua District, Haikou, Hainan Province, the People's Republic of China) (in respect of holders of domestic shares or unlisted foreign shares) not less than 24 hours before the time fixed for holding the meeting. In order to be valid, the said documents together must be lodged with 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 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (5) **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR", IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the EGM other than those referred to in the notice convening the EGM.
- (6) 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 Secretary Office of the Board of Directors of the Company (for holders of domestic shares or unlisted foreign shares) or Computershare Hong Kong Investor Services Limited (for holders of H Shares) on or before Tuesday, 9 December 2008. The Secretary Office of the Board of Directors of the Company in the PRC is No. 98 Guanhai Road, Longhua District, Haikou, Hainan Province, the People's Republic of China (Tel: 0086-898-6852-3256, Fax: 0086-898-6852-3259, Post code: 570105). The address of Computershare Hong Kong Investor Services Limited is 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (7) The Company's registers of members will be closed from Saturday, 29 November 2008 to Tuesday, 30 December 2008, 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 before the close of business hours on Friday, 28 November 2008 are entitled to attend the EGM and to vote in the EGM.
In order to qualify to attend and vote in the EGM, holders of H shares of the Company whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at or before 4:00 p.m. on Friday, 28 November 2008. The address of the H share registrar of the Company is: Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (8) Shareholders or their proxies 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.
- (9) The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.

* For identification purpose only