



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 Monday, 16 February 2009

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 Monday, 16 February 2009 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.	<p>(a) To approve, ratify and confirm the entering into the sale and purchase agreement dated 12 December 2008 (the "Acquisition Agreement") between 中海石油化学股份有限公司 (China BlueChemical Ltd.*) (the "Company"), as purchaser, and 中國海洋石油總公司 (China National Offshore Oil Corporation*) ("CNOOC"), as vendor, in relation to the proposed acquisition of 83.17% equity interest in 湖北大峪口化工有限責任公司 (Hubei Dayukou Chemical Co., Ltd.*) (the "DYK Chemical") and 100% equity interest in 中化建礦業有限公司 (ZHJ Mining Co., Ltd.*) (the "ZHJ Mining") at a cash consideration of RMB1,262,847,026 (equivalent to approximately HK\$1,430,177,832), of which RMB1,081,027,026 (equivalent to approximately HK\$1,224,266,168) constitutes the consideration for the acquisition of 83.17% equity interest in DYK Chemical and RMB181,820,000 (equivalent to approximately HK\$205,911,665) constitutes the consideration for the acquisition of 100% equity interest in ZHJ Mining (the "Acquisition") and the transactions contemplated thereunder, details of which are more particularly described in the circular regarding major and connected transaction in respect of the proposed acquisition and proposed continuing connected transactions dated 31 December 2008 (the "Acquisition Circular"); and</p> <p>(b) to authorise the board of directors of the Company (the "Board"), or to further delegate the authorisation granted to the Board to any one executive director of the Company, to do such things, matters and take such actions in respect of the Acquisition and the transactions contemplated therein, including but not limited to:</p> <p>(i) to set down and implement the acquisition plan, including but not limited to: (1) confirming the basis of consideration, consideration and the timetable for the Acquisition, the payment of consideration and the Completion; and (2) confirming all material terms and relevant matters in relation to the Acquisition in accordance with the relevant laws, regulations, rules in regulatory documents and the acquisition plan which is to be approved by the shareholders other than those who have interest in the Acquisition and the continuing connected transactions arising from the Acquisition (the "Independent Shareholders") at the extraordinary general meeting of the Company to be held on Monday, 16 February 2009 (the "EGM").</p> <p>(ii) to amend, supplement, sign, deliver, report and implement all contracts, agreements and documents relating to the Acquisition;</p> <p>(iii) to represent the Company to communicate with, negotiate with and deliver all relevant applications, filings or other documents to, the relevant responsible governmental departments and regulatory bodies (both domestic and outside the People's Republic of China) in respect of the Acquisition in order to obtain all the relevant approvals and registrations;</p> <p>(iv) to make necessary amendments, modifications and adjustments to the Acquisition Agreement, the Acquisition plan and all other related documents in accordance with (1) the comments given by the relevant governmental departments and regulatory bodies on the Acquisition plan and other documents in relation to the Acquisition; and (2) the new policies promulgated by the relevant governmental departments and regulatory bodies which may have effect on Acquisition and the documents relating to the Acquisition; and</p> <p>(v) to do all such other things, matters and take all such actions in relation to the Acquisition and the transactions contemplated therein.</p> <p>The aforesaid authorisation is valid for twelve (12) months from the date when the relevant resolution is approved by the Independent Shareholders at the EGM.</p>		

By way of ordinary resolutions		For ^(note 5)	Against ^(note 5)
2.	(a) To approve, ratify and confirm the proposed maximum annual aggregate value(s) for the continuing connected transactions of the Company (the “Proposed Caps”) under Category 2(a) of the comprehensive services and product sales framework agreement dated 1 September 2006 and its supplemental agreement dated 5 November 2008 entered into between the Company and CNOOC (the “Comprehensive Services and Product Sales Agreement”) in relation to the sales of products by the Company and its subsidiaries from time to time (the “Group”) to CNOOC and its Associates presented as a group, excluding the Group, CNOOC Limited, China Oilfield Services Limited and Offshore Oil Engineering Co., Ltd. (the “CNOOC Group”) for the three financial years commencing on 1 January 2009 and ending on 31 December 2011 as set out in the Acquisition 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 continuing connected transactions under Category 2(b) of the Comprehensive Services and Product Sales Agreement in relation to the purchases of products by the DYK Chemical from the CNOOC Group commencing on 1 January 2009 and ending on 31 December 2011 as set out in the Acquisition Circular; and		
	(b) to authorise the Board to take such actions as are necessary to implement the Proposed Caps.		

Date: _____ 2009

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 Monday, 26 January 2009. 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, 17 January 2009 to Monday, 16 February 2009, 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, 16 January 2009 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, 16 January 2009. 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