



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)

RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 16 FEBRUARY 2009

Reference is made to the announcement made by China BlueChemical Ltd. (the “**Company**”) dated 12 December 2008 and the circular of the Company dated 31 December 2008 (the “**Circular**”). Terms used in this announcement and the following resolutions shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Company held its EGM on 16 February 2009, Monday at 10:00 a.m. at Conference Room, 3rd Floor, CNOOC Office Building B, No. 98 Guanhai Road, Longhua District, Haikou, Hainan Province, the People's Republic of China. As at the date of the EGM, the total number of issued shares in the Company was 4,610,000,000 shares. The shareholders in attendance either in person or by proxy at the EGM represented 1,026,102,463 shares, or 54.84% of the total number of shares entitling the holders to attend and vote for or against all the resolutions of the EGM. Shareholders of H shares who represented 926,101,975 H shares appointed the chairman of the EGM, Mr. Wu Mengfei, to vote in the EGM.

In respect of resolutions 1(a) to 3(b) set out in this announcement, the total number of shares entitling the holders to attend and vote for or against resolutions 1(a) to 3(b) at the EGM was 1,871,000,488 shares. There is no share of the Company entitling the holders to attend and vote only against resolutions 1(a) to 3(b) at the EGM. No Shareholders apart from CNOOC and its Associates holding 2,738,999,512 domestic shares were required to abstain from voting for all the resolutions of the EGM.

Mr. Wu Mengfei, the non-executive Director of the Company, presided over the EGM. Set out below are the poll results in respect of the respective resolutions put to vote at the EGM:

		No. of votes and percentage (Approx.) [#]	
		For	Against
Ordinary Resolutions			
1. (a)	To approve, ratify and confirm the entering into of the Acquisition Agreement, in relation to the proposed acquisition of 83.17% equity interest in DYK Chemical and 100% equity interest in ZHJ Mining at a cash consideration of RMB1,262,847,026 and the transactions contemplated thereunder, details of which are more particularly described in the Circular	1,022,662,463 (99.7073%)	3,002,000 (0.2927%)

* for identification purpose only

[#] based on the total number of votes cast on each relevant resolution

		No. of votes and percentage (Approx.) [#]	
		For	Against
Ordinary Resolutions			
1. (b)	<p>to authorise 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 Independent Shareholders at 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 PRC) 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>	1,023,100,463 (99.7074%)	3,002,000 (0.2926%)

		No. of votes and percentage (Approx.) [#]	
		For	Against
Ordinary Resolutions			
2. (a)	To approve, ratify and confirm the Proposed Caps for the continuing connected transactions under Category 2(a) for the three financial years commencing on 1 January 2009 and ending on 31 December 2011 as set out in the Circular; and	1,022,532,463 (99.7073%)	3,002,000 (0.2927%)
2. (b)	To authorise the Board to take such actions as are necessary to implement the Proposed Caps.	1,022,970,463 (99.7074%)	3,002,000 (0.2926%)
3. (a)	To approve, ratify and confirm the Proposed Caps for the continuing connected transactions under Category 2(b) for the three financial years commencing on 1 January 2009 and ending on 31 December 2011 as set out in the Circular; and	1,022,532,463 (99.7073%)	3,002,000 (0.2927%)
3. (b)	To authorise the Board to take such actions as are necessary to implement the Proposed Caps.	1,022,970,463 (99.7074%)	3,002,000 (0.2926%)

As sufficient votes present at the EGM either in person or by proxy were cast in favour of the resolutions 1(a) to 3(b), all the above resolutions were duly passed. Computershare Hong Kong Investor Services Limited was appointed as the scrutineer of the EGM for the purpose of vote-taking.

By order of the Board of Directors
China BlueChemical Ltd.*
Quan Changsheng
Company Secretary

Hainan Province, the People's Republic of China
16 February 2009

As at the date of this announcement, the executive directors of the Company are Mr. Yang Yexin, Mr. Fang Yong and Mr. Chen Kai, the non-executive director is Mr. Wu Mengfei, and the independent non-executive directors are Mr. Tsui Yiu Wa, Alec, Mr. Zhang Xinzhi and Mr. Wang Wenshan.

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