

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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

**(Stock Code: 3983)**

## **NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of 2010 (“**EGM**”) of China BlueChemical Ltd.\* (“**Company**”) will be held at 10 a.m. on 7 February 2010 at the Conference Room, 3rd Floor, CNOOC Office Building B, No. 98 Guanhai Road, Longhua District, Haikou, Hainan Province, the People’s Republic of China (the “**PRC**”), to consider and, if thought fit, approve the following resolutions:

### **SPECIAL RESOLUTION**

1. “**THAT** the proposed amendments to the articles of association of the Company as set out in the circular of the Company dated 21 December 2009 be and are hereby approved, and the Board be and is hereby authorised 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.”

### **ORDINARY RESOLUTIONS**

2. “**THAT** conditional upon Resolution No. 1 as set out in the notice dated 21 December 2009 of this meeting being passed, the Company may send or supply Corporate Communications to its holders of H Shares (in relation to whom the conditions set out below are met) by making such Corporate Communications available on the Company’s own website be and is hereby approved, and the Directors be and are hereby authorized to sign all such documents and/or do all such things which the Directors may consider necessary or expedient and in the interest of the shareholders and the Company for the purpose of effecting or otherwise in connection with the Company’s proposed communication with its holders of H Shares through the Company’s website.

The supply of Corporate Communications by making such Corporate Communications available on the Company’s own website is subject to the fulfillment of the following conditions:

- (a) that each holder of H Shares has been asked individually by the Company to agree that the Company may send or supply Corporate Communications to such holder through its website; and
- (b) the Company has not received any objection from such holders of H Shares within a 28-day period beginning with the date on which the Company’s request was sent.

For the purpose of this Resolution, “Corporate Communications” means any document issued or to be issued by the Company for the information of or actions by any holder of H Shares, including but not limited to Directors’ reports, annual accounts together with copies of auditors’ reports, interim reports, notices of meetings, listing documents, circulars and proxy forms.”

3. “**THAT** the assessment results under the H-Share Appreciation Rights Scheme be and are hereby approved.”

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

Haikou, Hainan Province, the PRC,  
21 December 2009

*Notes:*

1. In order to determine the list of shareholders who are entitled to attend the EGM, the registers of members of the Company will be closed from Friday, 8 January 2010 to Sunday, 7 February 2010, 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 Thursday, 7 January 2010 are entitled to attend the EGM.

In order to qualify for eligibility to attend and vote at 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 4:30 p.m. on Thursday, 7 January 2010. The address of the transfer office of Computershare Hong Kong Investor Services Limited is Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

2. A shareholder entitled to attend and vote at the EGM 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 EGM, 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: No. 98 Guanhai Road, Longhua District, Haikou, Hainan Province, 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 Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

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) before Monday, 18 January 2010. The Company’s Secretary Office of the Board in China is No. 98 Guanhai

Road, Longhua District, Haikou, Hainan Province, the PRC (Tel: 0086-898-6852-3256, Fax: 0086-898-6852-3259, Post code: 570105). The address of Computershare Hong Kong Investor Services Limited is Rooms 1712–1716, 17th 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.

*As at the date of this announcement, the executive Directors 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. Li Yongwu.*

\* *For identification purpose only.*