



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 30 DECEMBER 2011

Number of shares related to this proxy form <i>(note 1)</i>	H Shares/Domestic Shares/ Unlisted Foreign Shares <i>(note 2)</i>
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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 Friday, 30 December 2011 at the Meeting Room, 3rd Floor, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, PRC for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting.

Ordinary Resolutions		For <i>(note 5)</i>	Against <i>(note 5)</i>
1.	To consider and approve the Proposed Caps for the transactions under the Natural Gas Sale and Purchase Agreements for the three financial years commencing on 1 January 2012 and ending on 31 December 2014 as set out in the Continuing Connected Transactions Circular; and the Board be and is hereby authorized to take such actions as are necessary to implement the Proposed Caps for the transactions under the Natural Gas Sale and Purchase Agreements.		
2.	To consider and approve the entering into the Comprehensive Services and Product Sales Agreement dated 9 November 2011 between CNOOC and the Company, details of which are set out in the Continuing Connected Transactions Circular; and the Board be and is hereby authorized to take such actions as are necessary to implement the Comprehensive Services and Product Sales Agreement.		
3.	To consider and approve 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 2012 and ending on 31 December 2014 as set out in the Continuing Connected Transactions Circular; and the Board be and is hereby authorized to take such actions as are necessary to implement the Proposed Caps for the transactions under Category A4(a) of the Comprehensive Services and Product Sales Agreement.		
4.	To consider and approve 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 2012 and ending on 31 December 2014 as set out in the Continuing Connected Transactions Circular; and the Board be and is hereby authorized to take such actions as are necessary to implement the Proposed Caps for the transactions under Category A4(b) of the Comprehensive Services and Product Sales Agreement.		
5.	To consider and approve the entering into the supplemental agreement dated 9 November 2011 ("Financial Services Supplemental Agreement") in relation to the financial services framework agreement between CNOOC Finance and the Company dated 1 September 2006, details of which are set out in the Continuing Connected Transactions Circular; and the Board be and is hereby authorized to take such actions as are necessary to implement the Financial Services Supplemental Agreement.		
6.	To consider and approve the Proposed Caps for the transactions under Category A5(b) of the Financial Services Agreement for the three financial years commencing on 1 January 2012 and ending on 31 December 2014 as set out in the Continuing Connected Transactions Circular; and the Board be and is hereby authorized to take such actions as are necessary to implement the Proposed Caps for the transactions under Category A5(b) of the Financial Services Agreement.		
7.	To consider and approve the entering into of the supplemental agreement dated 9 November 2011 ("Kingboard Supplemental Agreement") in relation to the product sales and related services framework agreement dated 22 August 2006 entered into between Hong Kong Kingboard and the Company, details of which are set out in the Continuing Connected Transactions Circular; and the Board be and is hereby authorized to take such actions as are necessary to implement the Kingboard Supplemental Agreement.		
8.	To consider and approve the Proposed Caps for the transactions of the Kingboard Product Sales and Services Agreement for the three financial years commencing on 1 January 2012 and ending on 31 December 2014 as set out in the Continuing Connected Transactions Circular; and the Board be and is hereby authorized to take such actions as are necessary to implement the Proposed Caps for the transactions of the Kingboard Product Sales and Services Agreement.		

Date: _____ 2011

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 of the Company ("**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. 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 authorized 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 authorized attorney(s). If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization 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 Office of the Secretary to the Board (Address is Room 1707, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, 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 at the Company's H share registrar within the abovementioned period by holders of H shares of the Company. Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the EGM if she/he so wishes. The H share registrar of the Company is Computershare Hong Kong Investor Services Limited, whose address is 17M 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 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) at least 20 days before the EGM, being Saturday, 10 December 2011. The Company's Office of the Secretary to the Board is Room 1707, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the People's Republic of China (Tel: 0086-10-84527250, Fax: 0086-10-84527254, Post code: 100029). The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (7) The Company's registers of members will be closed from Wednesday, 30 November 2011 to Friday, 30 December 2011, 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, 30 December 2011 are entitled to attend the EGM and to vote in the meeting.
In order to qualify to attend and vote in the meeting, 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 Tuesday, 29 November 2011. 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.
- (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