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

(Stock code: 3983)

**SUPPLEMENTAL NOTICE OF THE 2012
ANNUAL GENERAL MEETING
RESIGNATION OF SUPERVISOR
AND
PROPOSED APPOINTMENT OF SUPERVISOR**

Reference is made to the Notice of the 2012 Annual General Meeting dated 15 April 2013 (“**AGM Notice**”) which sets out the resolutions to be considered by shareholders at the Annual General Meeting (“**AGM**”) to be held at 10: 00 a.m. on Friday, 31 May 2013 at the Meeting Room, 3rd Floor, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, PRC.

Unless otherwise defined, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the AGM circular dated 15 April 2013.

Whereas China National Offshore Oil Corporation, the controlling shareholder of the Company holding directly approximately 59.41% of the issued shares of the Company, has submitted a supplemental proposal for the 2012 AGM, pursuant to Articles 63 and 64 of the Articles of Association and in compliance with applicable laws and regulations of the PRC, and whereas the Board has approved the tabling of such supplemental proposal for consideration at the AGM, the AGM, which will be held as originally scheduled, will consider and, if thought fit, the passing of the following by way of ordinary resolution in addition to the resolutions set out in the AGM Notice.

ORDINARY RESOLUTION

To consider and approve the appointment of Mr. Wang Mingyang as the supervisor of the Company, to authorise the chairman of the Board to sign a service contract with Mr. Wang Mingyang for and on behalf of the Company, and to authorise the Board, which in turn will further delegate the remuneration committee of the Board to determine his remuneration.

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

Beijing, the PRC
15 May 2013

As at the date of this announcement, the executive Director is Mr. Yang Yexin; the non-executive Directors are Mr. Li Hui, Mr. Yang Shubo and Mr. Zhu Lei; and the independent non-executive Directors are Mr. Gu Zongqin, Ms. Lee Kit Ying and Mr. Lee Kwan Hung.

Notes:

- (1) In respect of the ordinary resolution, the particulars of Mr. Wang Mingyang are set out below:

Mr. Wang Mingyang (“**Mr. Wang**”), born in 1956 and graduated in 1978 from Shanghai Textile Institute of Science and Technology (now Donghua University) majoring in textile machinery. He was granted the title of senior engineer in 1993. He acted as a sales representative and division head of China National Technical Import & Export Corporation from August 1978 to February 1988. He served as a deputy representative of the British representative office of China National Technical Import & Export Corporation from March 1988 to June 1991. Mr. Wang served as deputy director and director of Advertising, Exhibition and Promotion Department of China National Technical Import & Export Corporation from July 1991 to February 1993; general manager of CNTIC Investment Corporation from March 1993 to May 1994; general manager of Corporate Management Department of China National Technical Import & Export Corporation from June 1994 to August 1995; general manager of CNTIC Euro-Asia Import & Export Co., Ltd. under China National Technical Import & Export Corporation from September 1995 to March 1997; and executive deputy general manager of CNTIC Trading Co., Ltd. under China National Technical Import & Export Corporation from April 1997 to May 2000. He was assistant to the president of China National Chemical Construction Corporation from June 2000 to August 2002; deputy general manager of China National Chemical Construction Corporation from September 2002 to March 2008, and vice president of Offshore Oil Engineering Co., Ltd. from April 2008 to March 2013. Since March 2013 he has been chairman of supervisory committee of CNOOC New Energy Investment Co., Ltd., China United Coalbed Methane Corporation Limited and CNOOC Ningbo Daxie Petrochemical Ltd.

Subject to the approval of his appointment by the Shareholders at the AGM, Mr. Wang will enter into a service contract with the Company. The Board will be authorised by the Shareholders, and the remuneration committee of the Board will be further delegated to determine his remuneration according to his qualifications, abilities, responsibilities and experience. As soon as his remuneration is fixed by the remuneration committee of the Board, the Company will make an announcement.

The term of office of Mr. Wang will commence from the date on which approval of his appointment by the Shareholders is obtained at the AGM and shall last until a new session of Supervisors are approved by the Shareholders at the 2014 annual general meeting of the Company. Save as disclosed above, Mr. Wang did not hold any other directorships in other listed public companies in the past three years and Mr. Wang (i) is not related to any Directors, Supervisors, senior management or substantial or controlling shareholders of the Company; (ii) is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance; and (iii) does not hold any other position with the Company or other members of the group.

Save as disclosed herein, Mr. Wang has confirmed that there are no matters that need to be brought to the attention of the Shareholders, and there is no other information in relation to the appointment of Mr. Wang that is required to be disclosed pursuant to Rule 13.51 (2)(h) to (v) of the Listing Rules.

Mr. Qiu Kewen (“**Mr. Qiu**”) has resigned from his position as Supervisor representing the Shareholders and Chairman of the Supervisory Committee due to other work commitments, with immediate effect upon approval of the appointment of Mr. Wang by the Shareholders at the AGM. Mr. Qiu confirmed that, as at the date of this announcement, he has no disagreement with the Board and/or the Supervisory Committee and there is no other matter in relation to his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Qiu for his valuable contribution to the Company during his tenure of office.

- (2) **IMPORTANT:** A revised proxy form will be despatched to the Shareholders with this supplemental notice. The proxy form despatched together with the AGM Notice (the “Original Proxy Form”) is superseded by this revised proxy form.

If you have not yet lodged the Original Proxy Form in accordance with the instructions set out in the Original Proxy Form, you are requested to lodge this revised proxy form if you wish to appoint proxies to attend the AGM on your behalf. In this case, the Original Proxy Form should not be used.

If you have already lodged the Original Proxy Form in accordance with the instructions set out in the Original Proxy Form, you should note that:

- (i) If you have not lodged the revised proxy form not less than 24 hours before the time fixed for holding the AGM or if it is incorrectly completed, the Original Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you will be entitled to vote at his or her discretion on any resolution properly put to the AGM other than those referred to in the AGM Notice and the Original Proxy Form, including the newly added resolution as set out in this supplemental notice.
 - (ii) If you have lodged the revised proxy form not less than 24 hours before the time fixed for holding the AGM, this revised proxy form will supersede the Original Proxy Form previously lodged by you provided that this revised proxy form is correctly completed.
- (3) Please refer to the AGM Notice for details in respect of the other resolutions to be passed at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members, and other relevant matters.

* *For identification purpose only.*