



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 the Extraordinary General Meeting

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 (the "EGM") to be held at 10:00 a.m. on Monday, 29 December 2014 at the Meeting Room, 3rd Floor, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, 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.	To consider and approve the appointment of Mr. Wang Hui as an executive director of the Company, to authorise the chairman of the board of directors of the Company (the "Board") to sign a service contract with Mr. Wang Hui 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 according to his qualifications, abilities, responsibilities and experience.		
2.	To consider and approve the entering into of the Dongfang 1-1 Gasfield Phase I Adjusted Project Natural Gas Sale and Purchase Framework Agreement dated 28 October 2014 entered into among the Company, CNOOC Fudao and CNOOC China Limited, details of which are set out in the circular of the Company dated 7 November 2014 (the "Circular"); and the Board is hereby authorized to take such actions as are necessary to implement the Dongfang 1-1 Gasfield Phase I Adjusted Project Natural Gas Sale and Purchase Framework Agreement.		
3.	To consider and approve the proposed annual caps for the transactions under the Natural Gas Sale and Purchase Agreements for the three financial years commencing on 1 January 2015 and ending on 31 December 2017 as set out in the Circular; and the Board is hereby authorized to take such actions as are necessary to implement the proposed annual caps for the transactions under the Natural Gas Sale and Purchase Agreements.		
4.	To consider and approve the entering into of the Comprehensive Services and Product Sales Agreement dated 28 October 2014 between the Company and CNOOC, details of which are set out in the Circular; and the Board is hereby authorized to take such actions as are necessary to implement the Comprehensive Services and Product Sales Agreement.		
5.	To consider and approve the proposed annual caps for the transactions in relation to the provision of services and supplies and sale of products by the Group to CNOOC Group under the Comprehensive Services and Product Sales Agreement for the three financial years commencing on 1 January 2015 and ending on 31 December 2017 as set out in the Circular; and the Board is hereby authorized to take such actions as are necessary to implement the proposed annual caps for the transactions in relation to the provision of services and supplies and sale of products by the Group to CNOOC Group under the Comprehensive Services and Product Sales Agreement.		
6.	To consider and approve the entering into of the Finance Lease Agreement between the Company and CNOOC Leasing dated 28 October 2014, details of which are set out in the Circular; and the Board is hereby authorized to take such actions as are necessary to implement the Finance Lease Agreement.		
7.	To consider and approve the proposed annual caps for the transactions under the Finance Lease Agreement for the three financial years commencing on 1 January 2015 and ending on 31 December 2017 as set out in the Circular; and the Board is hereby authorized to take such actions as are necessary to implement the proposed annual caps for the transactions under the Finance Lease Agreement.		

Date: _____ 2014

Signature: _____ ^(note 4)

Notes:

- 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).
- Please insert the type of shares (domestic shares or H shares or unlisted foreign shares) to which the proxy relates.
- 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**.
- A shareholder of the Company (the "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 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. To be valid, this 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: Room 1707, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC) (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. Completion and return of this 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.
- 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.
- 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 Tuesday, 9 December 2014. The address of the Company's Secretary Office of the Board in China is Room 1707, Kaikang CNOOC Mansion, No.15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC (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.
- In order to determine the list of shareholders who are entitled to attend and vote at the EGM, the register of members will be closed from Sunday, 30 November 2014 to Monday, 29 December 2014 (both days inclusive), during which no transfer of shares will be effected. Shareholders of the Company whose names appear on the register of members of the Company on Monday, 29 December 2014 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 Friday, 28 November 2014. 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.
- 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.
- 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