

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)

**RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 29 DECEMBER 2014
APPOINTMENT OF DIRECTOR
AND
RESIGNATION OF DIRECTOR**

RESULTS OF THE EGM

The Board is pleased to announce that all the proposed resolutions have been duly passed by the Shareholders at the EGM held on 29 December 2014.

APPOINTMENT OF DIRECTOR

The Board announces that Mr. Wang Hui (“**Mr. Wang**”) has been appointed at the EGM held on 29 December 2014 as an executive Director and has been appointed at the meeting of the Board held on the same day as a member of the Nomination Committee of the Board and a member of the Investment Review Committee of the Board, with effect from 29 December 2014.

RESIGNATION OF DIRECTOR

The Board also announces that Mr. Yang Yexin (“**Mr. Yang**”) has resigned as an executive Director, a member of the Nomination Committee of the Board and a member of the Investment Review Committee of the Board of the Company on 29 December 2014 due to his work commitment.

RESULTS OF THE EGM

Reference is made to the circular dated 7 November 2014 (the “**Circular**”) and the Notice of the EGM dated 7 November 2014 of the Company. Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

The Company held its EGM on Monday, 29 December 2014 at 10: 00 a.m. at the Meeting Room, 3rd Floor, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC. As at the date of the EGM, the total number of issued Shares of the Company was 4,610,000,000 Shares. The Shareholders in attendance either in person or by proxy at the EGM represented a total of 3,790,195,686 Shares, or 82.2168% of the total issued Shares. Shareholders of H Shares who represented 951,195,686 H Shares appointed Mr. Li Hui, the chairman of the EGM, to vote at the EGM on their behalf. In respect of resolution 1

set out in this announcement, the total number of shares entitling the Shareholders to attend and vote for or against at the EGM is 4,610,000,000 Shares. In respect of resolutions 2 to 7 set out in this announcement, the total number of shares entitling the Shareholders to attend and vote for or against at the EGM is 1,871,000,488 Shares. There are no Shares entitling the Shareholders to attend and vote only against resolutions 1 to 7 at the EGM.

Mr. Li Hui, the Chairman of the Company, presided over the EGM. Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, authorised Jun He Law Offices as the scrutineer responsible for vote-taking. The Shareholders in attendance either in person or by proxy considered and voted by poll to adopt and approve the following resolutions:

Ordinary Resolutions		No. of votes (approximate %)#	
		For	Against
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 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.	3,749,221,103 (98.9189%)	40,974,583 (1.0811%)
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.	1,040,013,480 (98.9362%)	11,182,694 (1.0638%)
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.	1,040,013,480 (98.9362%)	11,182,694 (1.0638%)

Ordinary Resolutions		No. of votes (approximate %) [#]	
		For	Against
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.	1,040,013,480 (98.9362%)	11,182,694 (1.0638%)
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.	1,040,575,480 (98.9897%)	10,620,694 (1.0103%)
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.	1,040,575,480 (98.9897%)	10,620,694 (1.0103%)
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.	1,040,575,480 (98.9897%)	10,620,694 (1.0103%)

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

As sufficient votes present at the EGM either in person or by proxy were cast in favour of resolutions 1 to 7, all the above resolutions were duly passed.

APPOINTMENT OF DIRECTOR AND HIS REMUNERATION

The Board announces that Mr. Wang has been appointed at the EGM held on 29 December 2014 as an executive Director and has been appointed at the meeting of the Board held on the same day as a member of the Nomination Committee of the Board and a member of the Investment Review Committee of the Board, with effect from 29 December 2014.

Except as disclosed in the Circular, 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 SFO; and (iii) did not hold any other positions with the Company or other members of the Group, nor any directorships with any other listed public companies in the past three years.

Mr. Wang will not receive emolument from his position as the executive Director (save and except for other allowances) but only receive remuneration for his position as senior management of the Company during his term as an executive Director.

Except as disclosed in the Circular, 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 as an executive Director that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

RESIGNATION OF DIRECTOR

The Board also announces that Mr. Yang has resigned as an executive Director, a member of the Nomination Committee of the Board and a member of the Investment Review Committee of the Board of the Company on 29 December 2014 due to his work commitment.

Mr. Yang was appointed as an executive Director in April 2006 and re-appointed in June 2009 and June 2012. Mr. Yang has responsibly performed his duties as an executive Director during his term of office, and has made valuable contributions to the continuous improvement of corporate governance and the healthy development of the Company. The Board would like to take this opportunity to express its sincere appreciation to Mr. Yang for his contributions to the Company.

Mr. Yang has confirmed that he has no disagreement with the Board in any aspect during his term of office and there is no matter relating to his resignation that will need to be brought to the attention of the Shareholders.

CHANGE OF AUTHORIZED REPRESENTATIVE

The Board also announces that as Mr. Yang has resigned as an executive Director, he has ceased to act as an authorized representative of the Company under Rule 3.05 of the Listing Rules with effect from the 29 December 2014. Following Mr. Yang's resignation, Mr. Wang has been appointed as a new authorized representative of the Company under Rule 3.05 of the Listing Rules with effect from 29 December 2014.

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

Beijing, the PRC
29 December 2014

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

* *For identification purpose only.*