



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 H Shareholders' Class Meeting

Number of shares related to this proxy form ^(note 1)	overseas-listed foreign share(s) of the Company ("H Shares")
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I/(We)^(note 2) _____
of _____
being the holder(s) of _____ H Share(s) of China BlueChemical Ltd.
(the "Company") now appoint ^(note 3) _____ (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 resolution in accordance with the instructions below and on my (our) behalf at the class meeting for the shareholders of H Shares (the "**H Shareholders' Class Meeting**") to be held at the Meeting Room, 3rd Floor, Kaikang CNOOC Mansion, No. 15 Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC on Thursday, 28 May 2015 at 5:00 p.m. for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting.

By way of Special Resolution		For ^(note 4)	Against ^(note 4)
1.	<p>The board of directors of the Company (the "Board") be and is hereby granted, during the Relevant Period (as defined in paragraph (c) below), a general mandate to repurchase H Shares:</p> <p>"THAT:</p> <p>(a) by reference to market conditions and in accordance with needs of the Company, repurchase the H Shares not exceeding 10% of the number of the H Shares in issue and having not been repurchased at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders;</p> <p>(b) the Board be authorised to (including but not limited to the following):</p> <p>(i) determine detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, timing of repurchase and period of repurchase, etc.;</p> <p>(ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas;</p> <p>(iii) carry out cancellation procedures for repurchased shares, reduce registered capital of the Company in order to reflect the amount of shares repurchased in accordance with the authorisation received by the Board under paragraph (a) of this special resolution and make corresponding amendments to the articles of association of the Company as it thought fit and necessary in order to reflect the reduction of the registered capital of the Company and carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with paragraph (a) of this special resolution.</p>		

By way of Special Resolution		For ^(note 4)	Against ^(note 5)
	<p>(c) For the purposes of this special resolution, “Relevant Period” means the period from the passing of this special resolution until the earliest of:</p> <p>(i) the conclusion of the annual general meeting of the Company for 2015;</p> <p>(ii) the expiration of the 12-months period following the passing of this special resolution at the 2014 annual general meeting of the Company and the passing of the relevant resolution by the shareholders of the Company at their respective class meeting; or</p> <p>(iii) the date on which the authority conferred to the Board by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at their respective class meeting,”</p> <p>except where the Board has resolved to repurchase H Shares during the Relevant Period and such share repurchase plan may have to be continued or implemented after the Relevant Period.”</p>		

Date: _____ 2015 Signature: _____ *(note 3)*

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 full name(s) (in Chinese or in English, as shown in the register of members) and registered address(es) in **BLOCK LETTERS**.
- (3) A shareholder entitled to attend and vote at the class meeting 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 class 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.
In order to be valid, this proxy form together with the power of attorney or other authorisation document (if any) must be lodged at the Company’s H share registrar not less than 24 hours before the time fixed for holding the H Shareholders’ Class Meeting by holders of H Shares (the “**H Shareholders**”). Completion and return of this proxy form will not preclude an H Shareholder from attending and voting in person at the H Shareholders’ Class Meeting 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.
- (4) **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 the resolution properly put to the H Shareholders’ Class Meeting other than those referred to in the notice convening the H Shareholders’ Class Meeting.
- (5) H 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 Computershare Hong Kong Investor Services Limited on or before Friday, 8 May 2015. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
- (6) In order to determine the list of shareholders who are entitled to attend and vote at the H Shareholders’ Class Meeting, the register of members will be closed from 29 April 2015 to 28 May 2015 (both days inclusive), during which no transfer of shares will be effected. In order to qualify for attendance at the H Shareholders’ Class Meeting, all instruments of transfer, accompanied by the relevant H Share certificates, must be lodged with the Hong Kong share registrar for H Shares, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 28 April 2015. H Shareholders of the Company whose names appear on the register of members of the Company on 28 May 2015 are entitled to attend the H Shareholders’ Class Meeting.
- (7) H Shareholders or their proxies must present proof of their identities upon attending the H Shareholders’ Class Meeting. 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.
- (8) The H Shareholders’ Class Meeting is expected to last not more than one day. H Shareholders or proxies attending the H Shareholders’ Class Meeting are responsible for their own transportation and accommodation expenses.

* *For identification purpose only*