



# 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 2014 Annual General Meeting

Number of shares related to this proxy form <sup>(note 1)</sup>	H shares/domestic shares/unlisted foreign shares <sup>(note 2)</sup>
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I/(We)<sup>(note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the holder(s) of \_\_\_\_\_

H share(s)/domestic share(s)/unlisted foreign share(s)<sup>(note 2)</sup> of China BlueChemical Ltd. (the "Company") now appoint<sup>(note 4)</sup> \_\_\_\_\_ (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 2014 Annual General Meeting ("AGM") 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 4:00 p.m. 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 <sup>(note 5)</sup>	Against <sup>(note 5)</sup>
1.	To consider and approve the report of the board of the directors of the Company (the "Board") for the year ended 31 December 2014.		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2014.		
3.	To consider and approve the audited financial statements and the auditors' report of the Company for the year ended 31 December 2014.		
4.	To consider and approve the proposal for distribution of profit of the Company for the year ended 31 December 2014 and the declaration of the Company's final dividend for the year ended 31 December 2014.		
5.	To consider and approve the proposal for the declaration of the Company's special dividend.		
6.	To consider and approve the budget proposals of the Company for the year 2015.		
7.	To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants and Deloitte Touche Tohmatsu Certified Public Accountants LLP as the overseas and domestic auditors of the Company respectively for a term until the conclusion of the next annual general meeting of the Company and to authorise the audit committee of the Board to determine their remuneration.		

<b>By way of Ordinary Resolutions</b>		<b>For</b> <sup>(note 5)</sup>	<b>Against</b> <sup>(note 5)</sup>
8.	To consider and approve the re-election of Mr. Wang Hui as an executive director of the Company, to authorise the Chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. Wang Hui, and to authorise the Board, which in turn will further delegate the remuneration committee of the Board to determine his remuneration.		
9.	To consider and approve the re-election of Mr. Li Hui as a non-executive director of the Company, to authorise the executive director of the Company to sign the relevant service contract on behalf of the Company with Mr. Li Hui, and to authorise the Board to determine his remuneration based on the recommendation by the remuneration committee of the Board.		
10.	To consider and approve the re-election of Mr. Zhou Dechun as a non-executive director of the Company, to authorise the Chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. Zhou Dechun, and to authorise the Board to determine his remuneration based on the recommendation by the remuneration committee of the Board.		
11.	To consider and approve the re-election of Mr. Zhu Lei as a non-executive director of the Company, to authorise the Chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. Zhu Lei, and to authorise the Board to determine his remuneration based on the recommendation by the remuneration committee of the Board.		
12.	To consider and approve the re-election of Ms. Lee Kit Ying as an independent non-executive director of the Company, to authorise the Chairman of the Company to sign the relevant service contract on behalf of the Company with Ms. Lee Kit Ying and to authorise the Board to determine her remuneration based on the recommendation by the remuneration committee of the Board.		
13.	To consider and approve the re-election of Mr. Lee Kwan Hung as an independent non-executive director of the Company, to authorise the Chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. Lee Kwan Hung and to authorise the Board to determine his remuneration based on the recommendation by the remuneration committee of the Board.		
14.	To consider and approve the election of Mr. Zhou Hongjun as an independent non-executive director of the Company, to authorise the Chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. Zhou Hongjun and to authorise the Board to determine his remuneration based on the recommendation by the remuneration committee of the Board.		
15.	To consider and approve the re-election of Mr. Wang Mingyang as a supervisor of the Company, to authorise the Chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. Wang Mingyang, and to authorise the Board, which in turn will further delegate to the remuneration committee of the Board to determine his remuneration.		
16.	To consider and approve the election of Mr. Li Xiaoyu as a supervisor of the Company, to authorise the Chairman of the Company to sign the relevant service contract on behalf of the Company with Mr. Li Xiaoyu, and to authorise the Board, which in turn will further delegate to the remuneration committee of the Board to determine his remuneration.		

<b>By way of Ordinary Resolutions</b>		<b>For</b> <sup>(note 5)</sup>	<b>Against</b> <sup>(note 5)</sup>
17.	To authorise the Chairman to sign the relevant service contract on behalf of the Company with Ms. Liu Lijie as a supervisor of the Company, and to authorise the Board, which in turn will further delegate to the remuneration committee of the Board to determine her remuneration.		
18.	<p>To consider and to authorise the granting of a general mandate to the Board to issue domestic shares and unlisted foreign shares (“<b>the Domestic Shares</b>”) and overseas listed foreign shares (the “<b>H Shares</b>”) of the Company:</p> <p>“<b>THAT:</b></p> <p>(a) The Board be and is hereby granted, during the Relevant Period (as defined in paragraph (b) below), a general and unconditional mandate to separately or concurrently issue, allot and/or deal with additional Domestic Shares and/or H Shares, and to make or grant offers, agreements or options which would or might require the Domestic Shares and/or H Shares to be issued, allotted and/or dealt with, subject to the following conditions::</p> <p>(i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;</p> <p>(ii) the number of the Domestic Shares and H Shares to be issued, allotted and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with by the Board shall not exceed 20% of each of its existing Domestic Shares and H Shares; and</p> <p>(iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) or applicable laws, rules and regulations of other government or regulatory bodies and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.</p> <p>(b) For the purposes of this special resolution:</p> <p>“<b>Relevant Period</b>” means the period from the passing of this special resolution until the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company following the passing of this special resolution;</p> <p>(ii) the expiration of the 12-month period following the passing of this special resolution; or</p> <p>(iii) the date on which the authority granted to the Board as set out in this special resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting,</p> <p>except where the Board has resolved to issue Domestic Shares and/or H shares during the Relevant Period and the share issuance may have to be continued or implemented after the Relevant Period.</p>		

<b>By way of Ordinary Resolutions</b>		<b>For</b> <sup>(note 5)</sup>	<b>Against</b> <sup>(note 5)</sup>
	<p>(c) Contingent on the Board resolving to separately or concurrently issue the Domestic Shares and H Shares pursuant to paragraph (a) of this special resolution, the Board be authorised to increase the registered capital of the Company to reflect the number of such shares authorised to be issued by the Company pursuant to paragraph (a) of this special resolution and to make such appropriate and necessary amendments to the articles of association of the Company as they think fit to reflect such increases in the registered capital of the Company and to take any other action and complete any formality required to effect the separate or concurrent issuance of the Domestic Shares and H Shares pursuant to paragraph (a) of this special resolution and the increase in the registered capital of the Company.”</p>		
19.	<p>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><b>“THAT:</b></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 Ordinary Resolutions	For <sup>(note 5)</sup>	Against <sup>(note 5)</sup>
<p>(c) For the purposes of this special resolution, “<b>Relevant Period</b>” 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 AGM 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: \_\_\_\_\_ <sup>(note 4)</sup>

*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. Domestic shares means unlisted shares issued by the Company to domestic investors for subscription in Renminbi; H shares means overseas listed foreign shares; unlisted foreign shares means shares issued by the Company to foreign investors for subscription in foreign currency which are unlisted.
- (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 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 of the Company. 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 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.
- (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 AGM other than those referred to in the notice convening the AGM.
- (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) on or before Friday, 8 May 2015. 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.

- (7) In order to determine the list of shareholders who are entitled to attend and vote at the AGM, 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 AGM, 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. Shareholders of the Company whose names appear on the register of members of the Company on 28 May 2015 are entitled to attend the AGM.
- In order to determine the list of shareholders who are entitled to the final dividend and the special dividend, the register of members of the Company will be closed from 3 June 2015 to 7 June 2015 (both days inclusive), during which no transfer of shares will be effected. In order to qualify for the proposed final dividend and the proposed special dividend, 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 2 June 2015.
- The final and the special dividends for the year ended 31 December 2014 are expected to be paid on or about Tuesday, 30 June 2015 to the shareholders whose names appear on the register of members of the Company on Sunday, 7 June 2015.
- (8) Shareholders or their proxies must present proof of their identities upon attending the AGM. 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 AGM is expected to last not more than one day. Shareholders or proxies attending the AGM are responsible for their own transportation and accommodation expenses.

\* *For identification purpose only*