



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 Domestic Shareholders' Class Meeting

Number of shares related to this proxy form ^(note 1)	domestic shares/unlisted foreign Shares ^(note 2)
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I/(We)^(note 3) _____
of _____
being the holder(s) of _____ domestic shares/unlisted foreign shares^(note 2) 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 resolution in accordance with the instructions below and on my (our) behalf at the class meeting for shareholders of the domestic shares and unlisted foreign shares of the Company (the "**Domestic 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 5:15 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 5)	Against ^(note 5)
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 overseas listed foreign shares of the Company ("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 4)

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 unlisted foreign shares) to which the proxy relates. Domestic shares means unlisted shares issued by the Company to domestic investors for subscription in Renminbi; 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 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 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) not less than 24 hours before the time fixed for holding the Domestic Shareholders’ Class Meeting by holders of domestic shares or unlisted foreign shares of the Company (the “**Domestic Shareholders**”). Completion and return of this proxy form will not preclude Domestic Shareholder from attending and voting in person at the Domestic Shareholders’ Class Meeting if she/he so wishes.
- (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 the resolution properly put to the Domestic Shareholders’ Class Meeting other than those referred to in the notice convening the Domestic Shareholders’ Class Meeting.
- (6) Domestic 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 Company’s Secretary Office of the Board in China 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).
- (7) Domestic Shareholders or their proxies must present proof of their identities upon attending the Domestic 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 Domestic Shareholders’ Class Meeting is expected to last not more than one day. Domestic Shareholders or proxies attending the Domestic Shareholders’ Class Meeting are responsible for their own transportation and accommodation expenses.

* *For identification purpose only*