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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other independent professional adviser.

If you have sold or transferred all your shares in **China BlueChemical Ltd.**, you should at once hand this circular, together with the enclosed form of proxy and reply slip, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at the Meeting Room, 3rd Floor, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC on Wednesday, 20 July 2016 at 10:00 a.m. is set out on pages 6 to 8 of this circular.

A reply slip and a form of proxy for use at the EGM (or any adjournment thereof) are enclosed and are also published on the website of the Stock Exchange (www.hkexnews.hk). Shareholders who intend to attend the EGM shall complete and return the reply slip in accordance with the instructions printed thereon before Thursday, 30 June 2016. Whether or not you are able to attend the EGM, you are strongly advised to complete and sign the enclosed form of proxy, in accordance with the instructions printed thereon, and to lodge them with the Company's Secretary Office of the Board in China (for holders of domestic shares or unlisted foreign shares) at Room 1707, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC or the Company's H share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H shares), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

* *For identification purpose only*

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DEFINITIONS

In this circular, the following words and expressions shall, unless the context otherwise requires, have the following respective meanings:

“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“CNOOC”	中國海洋石油總公司 (China National Offshore Oil Corporation*), a state-owned company established in China which is also the controlling shareholder (as defined in the Listing Rules) of the Company;
“CNOOC China Limited”	中海石油(中國)有限公司 (CNOOC China Limited*), a company established in China and a wholly-owned subsidiary of CNOOC Limited* (中國海洋石油有限公司), a company listed on the Stock Exchange (Stock Code: 0883) and the New York Stock Exchange (Stock Code: CEO) and a subsidiary of CNOOC
“Company”	中海石油化學股份有限公司 (China BlueChemical Ltd.*) (stock code: 3983), a company established in the PRC and a subsidiary of CNOOC, the H shares of which have been listed on the main board of the Stock Exchange of Hong Kong Limited since September 2006;
“Director”	director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at 10 a.m. on Wednesday, 20 July 2016 at the Meeting Room, 3rd Floor, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC to be convened, among other things, for the Shareholders to consider and, if thought fit, approve the proposed appointment of Mr. Xia Qinglong as the executive Director, and any adjournment thereof;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“PRC” or “China”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) of the Company;

DEFINITIONS

“Shareholder(s)” registered holders of the Shares; and

“Stock Exchange” The Stock Exchange of Hong Kong Limited.

* *The Chinese name(s) of the PRC entities have been translated into English in this circular for reference only. In the event of any discrepancies between the Chinese names of the PRC entities and their respective English translations, the Chinese version shall prevail.*



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)

Executive Director:

Mr. WANG Hui

Non-executive Directors:

Mr. LI Hui

Mr. CHENG Chi

Mr. GUO Xinjun

Independent non-executive Directors:

Ms. LEE Kit Ying

Mr. LEE Kwan Hung

Mr. YU Changchun

Registered Office:

No. 1 Zhu Jiang South Street

Dongfang City

Hainan Province

The PRC

Principal place of business

in Hong Kong:

65/F., Bank of China Tower

No. 1 Garden Road

Central

Hong Kong

4 June 2016

To the Shareholders

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the EGM and provide you with the information in respect of the proposed appointment of an executive Director to enable you to make a decision on whether to vote for or against such resolution at the forthcoming EGM.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The Board proposed to appoint Mr. Xia Qinglong (“**Mr. Xia**”) as an executive Director. His term of office will commence from the date on which approval of his appointment by the Shareholders is obtained at the EGM and shall last until a new session of the Board is approved by the Shareholders at the 2017 annual general meeting of the Company. The appointment of Mr. Xia as an executive Director is subject to the approval by the Shareholders at the EGM.

LETTER FROM THE BOARD

Biographical details of Mr. Xia are set out below:

Mr. Xia Qinglong (夏慶龍), born in 1964, obtained a bachelor's degree majoring in oil exploration from Chengdu Geology Institute in 1986 and a doctoral degree specialising in solid earth geophysics from University of Chinese Academy of Sciences in 2007, and then held the title of professor-grade senior engineer. From July 1986 to March 1994, he had worked as assistant engineer and project manager at the Computation Centre of Bohai Oil Corporation. From March 1994 to November 1995, he had served as project manager at Bohai Oil Research Institute. Thereafter, he was the deputy chief engineer (geophysical prospect) at the Exploration Department of CNOOC China Limited Tianjin Branch from November 1995 to May 2000; chief engineer (geophysical prospect) at Bohai Oil Research Institute from May 2000 to August 2003; manager at the Technology Department of CNOOC China Limited Tianjin Branch from August 2003 to November 2005; chief geologist of CNOOC China Limited Tianjin Branch from November 2005 to April 2013; chief geologist and deputy general manager of CNOOC China Limited Tianjin Branch and deputy director of CNOOC Bohai Petroleum Administrative bureau from April 2013 to August 2013; deputy general manager of CNOOC China Limited Tianjin Branch and deputy director of CNOOC Bohai Petroleum Administrative bureau from August 2013 to November 2015; executive deputy general manager of CNOOC China Limited Tianjin Branch and executive deputy director of CNOOC Bohai Petroleum Administrative bureau from November 2015 to May 2016.

Subject to the approval of his appointment by the Shareholders at the EGM, Mr. Xia will enter into a service contract with the Company. The Board will be authorised by the Shareholders, and the remuneration committee of the Board will be further delegated the responsibility by the Board to determine his remuneration according to his qualifications, abilities, responsibilities and experience. As soon as his remuneration is fixed by the remuneration committee of the Board, the Company will make an announcement accordingly.

Save as disclosed above, Mr. Xia did not hold any directorship in any other listed public companies in the past three years and Mr. Xia (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 of the Company 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.

Save as disclosed herein, Mr. Xia confirms 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 his appointment that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

EGM

Notice convening the EGM to be held at the Meeting Room, 3rd Floor, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC on Wednesday, 20 July 2016 at 10:00 a.m. is set out on pages 6 to 8 of this circular. The EGM will be convened and held for the purpose of, *inter alia*, considering and approving, by the Shareholders, by way of ordinary resolution the proposed appointment of the executive Director.

Reply slip and proxy form for use at the EGM are also enclosed. Shareholders who intend to attend the EGM shall complete and return the reply slip in accordance with the instructions printed thereon before Thursday, 30 June 2016.

Whether or not you are able to attend the EGM, you are strongly advised to complete and sign the enclosed form of proxy, in accordance with the instructions printed thereon, and to lodge them with the Company's Secretary Office of the Board in China (for holders of domestic shares or unlisted foreign shares) at Room 1707, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC or the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H shares), at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

VOTING BY WAY OF POLL

In accordance with the requirement of Rule 13.39(4) of the Listing Rules, resolution to be considered, and if thought fit, to be passed at the EGM, shall be passed by way of a poll.

RECOMMENDATION

The Directors consider that the proposed appointment of the executive Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolution to be proposed at the EGM.

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

* For identification purpose only



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China BlueChemical Ltd.*

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(Stock Code: 3983)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of China BlueChemical Ltd. (the “**Company**”) will be held at the Meeting Room, 3rd Floor, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC, on Wednesday, 20 July 2016 at 10:00 a.m., for the purposes of considering and, if thought fit, passing the following resolution:

By way of ordinary resolution:

“**THAT:**

To consider and approve the appointment of Mr. Xia Qinglong 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. Xia Qinglong 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.”

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

Beijing, the PRC
4 June 2016

* *For identification purpose only*

As at the date of this notice, the executive Director is Mr. Wang Hui, the non-executive Directors are Mr. Li Hui, Mr. Cheng Chi and Mr. Guo Xinjun and the independent non-executive Directors are Ms. Lee Kit Ying, Mr. Lee Kwan Hung and Mr. Yu Changchun.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

1. 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 21 June 2016 to 20 July 2016 (both days inclusive), during which no transfer of shares will be effected. In order to qualify for attendance at the EGM, 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 20 June 2016. Shareholders of the Company whose names appear on the register of members of the Company on 20 July 2016 are entitled to attend the AGM.
2. 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.

In order to be valid, in respect of holders of domestic shares or unlisted foreign shares, the 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 meeting. In respect of the Company's H shares, 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 the 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.

3. 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 Thursday, 30 June 2016. 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.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

4. Shareholders or their proxy 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.
5. The EGM is expected to last not more than one day. Shareholder or proxies attending the EGM are responsible for their own transportation and accommodation expenses.