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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 DIRECTOR  
AND  
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

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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 Thursday, 29 September 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](http://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 Friday, 9 September 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*

15 August 2016

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## DEFINITIONS

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

|                                  |   |
|----------------------------------|---|
| <b>“Articles of Association”</b> | the articles of association of the Company, as amended from time to time;   |
| <b>“Board”</b>                   | the board of Directors;   |
| <b>“CNOOC”</b>                   | 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;  |
| <b>“CNOOC China Limited”</b>     | 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;  |
| <b>“Company”</b>                 | 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;   |
| <b>“Director”</b>                | director(s) of the Company;   |
| <b>“EGM”</b>                     | the extraordinary general meeting of the Company to be held at 10 a.m. on Thursday, 29 September 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. Chen Bi as a non-executive Director, and any adjournment thereof; |
| <b>“Hong Kong”</b>               | the Hong Kong Special Administrative Region of the PRC;   |
| <b>“Listing Rules”</b>           | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;   |
| <b>“PRC” or “China”</b>          | the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region and Taiwan;  |
| <b>“SFO”</b>                     | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);  |
| <b>“Share(s)”</b>                | share(s) of the Company;  |

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## DEFINITIONS

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**“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. XIA Qinglong

*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

15 August 2016

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF 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 a non-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 DIRECTOR**

The Board proposed to appoint Mr. Chen Bi (“**Mr. Chen**”) as a non-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. Chen as a non-executive Director is subject to the approval by the Shareholders at the EGM.

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## LETTER FROM THE BOARD

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Biographical details of Mr. Chen are set out below:

**Mr. CHEN Bi**, born in 1961, graduated with a bachelor degree in 1982 from the department of development of Southwest Petroleum Institute (now known as Southwest Petroleum University) majoring in oil production. He obtained a master degree of engineering in 1988 from Heriot-Watt University in the United Kingdom majoring in petroleum engineering. In 2001, he obtained a MBA degree from Tsinghua University School of Economics and Management, majoring in business administration. He was later qualified as a senior engineer (professor grade). From February 1982 to May 1985, he worked as a technician of the well testing division of the drilling company of CNOOC Nanhai West Corporation. He received on job training in Expro, a British company, from May 1985 to September 1987. He worked successively as an engineer, a supervisor, a vice manager of the drilling engineering department of CNOOC Nanhai West Corporation and the vice manager of the oil production company of CNOOC Nanhai West Corporation during the period of July 1988 to August 1995. From August 1995 to September 1999, he worked successively as the head of production division and the vice manager of development and production department of CNOOC. From September 1999 to April 2003, he worked successively as the vice general manager and the general manager of development and production department of CNOOC Limited. He was the general manager and Party secretary of Tianjin Branch of CNOOC (China) Limited from April 2003 to December 2010. He was also appointed as a vice president and an executive vice president of CNOOC Limited from October 2005 to May 2016. He has been the chief safety officer of CNOOC since May 2016 and a vice general manager and a Party leadership group member of CNOOC since July 2016.

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

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

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## LETTER FROM THE BOARD

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### 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 Thursday, 29 September 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 a non-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 Friday, 9 September 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 non-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*



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)**

**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 Thursday, 29 September 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. Chen Bi as a non-executive director of the Company, to authorise the executive director of the Company to sign a service contract with Mr. Chen Bi for and on behalf of the Company, and to authorise the board of directors of the Company (the “**Board**”) to determine his remuneration based on the recommendation by the remuneration committee of the Board.”

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

Beijing, the PRC  
15 August 2016

\* *For identification purpose only*

*As at the date of this notice, the executive Director is Mr. Xia Qinglong, 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.*

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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### 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 31 August 2016 to 29 September 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 30 August 2016. Shareholders of the Company whose names appear on the register of members of the Company on 29 September 2016 are entitled to attend the EGM.
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 above mentioned 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 Friday, 9 September 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.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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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.