



# 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of China BlueChemical Ltd. (the "Company") will be held on 15 June 2007, Friday at 10:00 a.m. at the Conference Room, 2nd Floor, the Company's Office Building, No.1 Zhujiang South Street, Dongfang City, Hainan Province, the PRC for the purpose of considering and, if thought fit, passing the following resolutions:

### By way of ordinary resolutions:

1. To consider and approve the report of the board of directors (the "Board") of the Company for the year ended 31 December 2006;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2006;
3. To consider and approve the audited financial statements and the report of the auditor of the Company and the Group for the year ended 31 December 2006;
4. To consider and approve the proposal for distribution of profit for the year ended 31 December 2006 and the declaration of final dividend;
5. To consider and approve the re-appointment of Ernst & Young Hua Ming and Ernst & Young as the domestic and international auditors of the Company for a term until the conclusion of the next annual general meeting and to authorize the Board to fix their respective remuneration;
6. To consider and authorize the Board to approve the budget proposals of the Company for the year 2007;

### By way of special resolution:

7. To consider and to authorise the granting of a general mandate to the Board to issue shares:

#### "THAT:

- (a) The Board be and is hereby granted, during the Relevant Period (as hereafter defined), an unconditional general mandate to separately or concurrently issue, allot and/or deal with additional domestic shares and overseas listed foreign shares (H Shares) of the Company, and to make or grant offers, agreements or options in respect thereof, subject to the following conditions:
  - (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;
  - (ii) the number of the domestic shares and H Shares to be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by the Board shall not exceed 20% of each of its existing domestic shares and overseas listed foreign shares of the Company; and
  - (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.
- (b) For the purposes of this special resolution:

"Relevant Period" means the period from the passing of this special resolution until the earliest one of the following three terms:

  - (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution; or
  - (ii) the expiration of the 12-month period following the passing of this special resolution; or
  - (iii) the date on which the authority granted to the Board set out in this special resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting.
- (c) Contingent on the Board resolving to separately or concurrently issue shares pursuant to paragraph (a) of this special resolution, the Board be authorized to increase the registered capital of the Company to reflect the number of shares authorized 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 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 separately or concurrently issuance of shares pursuant to paragraph (a) of this special resolution and the increase in the registered capital of the Company"; and

### Other business:

8. To consider and approve resolution(s) proposed by shareholders who individually or jointly hold 3% or more of the Company's shares carrying the right to vote (if any).

By Order of the Board  
China BlueChemical Ltd.  
Meng Jun  
Company Secretary

Hainan Province, the PRC, 25 April, 2007

As at the date of this notice, the Company's Executive Directors are Mr. Yang Yexin, Mr. Fang Yong and Mr. Chen Kai; Non-executive Director is Mr. Wu Mengfei; Independent Non-executive Directors are Mr. Wang Wenshan, Mr. Zhang Xinzhi, Mr. Wu Xiaohua and Mr. Tsui Yiu Wa, Alec.

#### Notes:

- (a) According to the Articles of Association of the Company, the resolutions will be determined on a show of hands unless a poll is demanded before or after any vote on a show of hands. A poll may be demanded by (i) the chairman of the meeting; or (ii) at least two shareholders entitled to vote, present in person or by proxy; or (iii) one or more shareholders present in person or by proxy representing more than 10% or 10% of all shares carrying the voting rights at the meeting.
- (b) In order to determine the list of shareholders who are entitled to attend the annual general meeting of the Company and to receive the final dividend for the year ended December 31, 2006, the registers of members will be closed from Wednesday, 16 May 2007 to Friday, 15 June 2007, both days inclusive, during which period no transfer of shares will be effected. Shareholders of the Company whose names appear on the registers of members of the Company on Friday, 15 June 2007 are entitled to attend the meeting and to receive the final dividend for the year ended 31 December 2006.

In order to qualify for the final dividend and to attend and vote at the meeting, holders of H shares of the Company whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at or before 4:00 p.m. on Tuesday, 15 May 2007. The address of the transfer office of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

The final dividend for the year ended 31 December, 2006 is expected to be paid on or about Monday, 18 June 2007 to the shareholders whose names appear on the registers of members of the Company on Friday, 15 June 2007.
- (c) 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 authorized 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 authorized officer(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

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 Board's Office (Address: No.1 Zhujiang South Street, Dongfang City, Hainan Province, 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 s/he/ he so wishes. The H Share Registrar of the Company is Computershare Hong Kong Investor Services Limited, whose address is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (d) 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 principal place of business 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, 25 May 2007. The Company's principal place of business in China is No.1 Zhujiang South Street, Dongfang City, Hainan Province, the PRC (Tel: 0086-898-2569-1333, Fax: 0086-898-2569-1811, Post code: 570105). The contact person is Mr. Guo Dagang. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (e) Shareholders or their proxy must present proof of their identities upon attending the annual general 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.
- (f) The annual general meeting is expected to last not more than one day. Shareholder or proxies attending the annual general meeting are responsible for their own transportation and accommodation expenses.

\* for identification purpose only