



# 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 2022 Annual General Meeting

Number of shares related to this proxy form <sup>(note 1)</sup>	H shares/domestic 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) <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 2022 annual general meeting ("AGM") to be held at Meeting Room 1401, Kaikang CNOOC Mansion, No. 15 Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC on Thursday, 25 May 2023 at 9:00 a.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 Resolution		For <sup>(note 5)</sup>	Against <sup>(note 5)</sup>
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2022.		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022.		
3.	To consider and approve the audited financial statements and the auditors' report of the Company for the year ended 31 December 2022.		
4.	To consider and approve the proposal for distribution of profit of the Company for the year ended 31 December 2022 and the declaration of the Company's final dividends.		
5.	To consider and approve the budget proposals of the Company for the year of 2023.		
6.	To consider and approve the re-appointment of BDO China Shu Lun Pan CPAs and BDO Limited as the domestic and overseas auditors of the Company, respectively, for the year of 2023 with 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.		
7.	To consider and approve the appointment of Mr. Li Ruiqing as an 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 Ruiqing, and to authorise the Board, which in turn will further delegate the remuneration committee of the Board to determine his remuneration.		

	By way of Special Resolution	For <small>(note 5)</small>	Against <small>(note 5)</small>
8.	<p>To consider and approve the granting of a general mandate to the Board to issue domestic shares (the “<b>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 deal 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> <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>		

<b>By way of Special Resolution</b>		<b>For</b> <small>(note 5)</small>	<b>Against</b> <small>(note 5)</small>
9.	<p>To consider and approve the granting of a general mandate to the Board to repurchase H Shares, during the Relevant Period (as defined in paragraph (c) below):</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; and</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> <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 2023 annual general meeting of the Company;</p> <p>(ii) the expiration of the 12-month period following the passing of this special resolution at the 2022 annual general meeting 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>		
10.	<p>To consider and approve the amendments to the articles of association of the Company and to authorise the Board to deal with on behalf of the Company the relevant filing and amendments (where necessary) procedures and other related issues arising from the amendments to the articles of association of the Company.</p>		

Date: \_\_\_\_\_ 2023

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 H 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.
- (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/her 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/her 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) not less than 24 hours (i.e., by 9:00 a.m., Wednesday, 24 May 2023) 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/her discretion. Your proxy will also be entitled to vote at his/her 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 Computershare Hong Kong Investor Services Limited (for holders of H shares) on or before Friday, 5 May 2023. 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 25 April 2023 to 25 May 2023 (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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 24 April 2023. Shareholders of the Company whose names appear on the register of members of the Company on 25 May 2023 are entitled to attend the AGM.

In order to determine the list of shareholders who are entitled to the final dividends, the register of members of the Company will be closed from 1 June 2023 to 6 June 2023 (both days inclusive), during which no transfer of shares will be effected. In order to qualify for the proposed final dividends, 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 31 May 2023.

The final dividends are expected to be paid on or about Friday, 30 June 2023 and will be paid on a day which is not a Saturday, Sunday or public holiday in Hong Kong to the shareholders whose names appear on the register of members of the Company on Tuesday, 6 June 2023.

- (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*