



# 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 the First Extraordinary General Meeting of 2023

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 extraordinary general meeting (the "EGM") to be held at the Meeting Room 1401, Kaikang CNOOC Mansion, No. 15, Sanqu, Anzhenxili, Chaoyang District, Beijing, the PRC on Friday, 22 December 2023 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the 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 entering into of the New Natural Gas Sale and Purchase Framework Agreement dated 18 October 2023 between the Company and CNOOC International Trade and the transactions thereunder, details of which are set out in the Circular; and the Board is hereby authorised to take such actions as are necessary to implement the New Natural Gas Sale and Purchase Framework Agreement and the transactions thereunder.		
2.	To consider and approve the proposed annual caps for the transactions under the New Natural Gas Sale and Purchase Framework Agreement for the three financial years commencing on 1 January 2024 and ending on 31 December 2026 as set out in the Circular; and the Board is hereby authorised to take such actions as are necessary to implement proposed annual caps for the transactions under the New Natural Gas Sale and Purchase Framework Agreement.		
3.	To consider and approve the entering into of the CNOOC Comprehensive Services and Product Sales Agreement dated 18 October 2023 between the Company and CNOOC and the transactions thereunder, details of which are set out in the Circular; and the Board is hereby authorised to take such actions as are necessary to implement the CNOOC Comprehensive Services and Product Sales Agreement and the transactions thereunder.		
4.	To consider and approve the proposed annual caps for the transactions under the CNOOC Comprehensive Services and Product Sales Agreement for the three financial years commencing on 1 January 2024 and ending on 31 December 2026 as set out in the Circular; and the Board is hereby authorised to take such actions as are necessary to implement the proposed annual caps for the transactions under the CNOOC Comprehensive Services and Product Sales Agreement.		
5.	To consider and approve the entering into of the Fudao Comprehensive Services and Product Sales Agreement dated 18 October 2023 between the Company and Fudao Chemical and the transactions thereunder, details of which are set out in the Circular; and the Board is hereby authorised to take such actions as are necessary to implement the Fudao Comprehensive Services and Product Sales Agreement and the transactions thereunder.		
6.	To consider and approve the proposed annual caps for the transactions under the Fudao Comprehensive Services and Product Sales Agreement for the three financial years commencing on 1 January 2024 and ending on 31 December 2026 as set out in the Circular; and the Board is hereby authorised to take such actions as are necessary to implement the proposed annual caps for the transactions under the Fudao Comprehensive Services and Product Sales Agreement.		

By way of ordinary resolution		For <sup>(note 5)</sup>	Against <sup>(note 5)</sup>
7.	To consider and approve the entering into of the Investment and Wealth Management Cooperation Framework Agreement dated 18 October 2023 between the Company and Zhonghai Trust dated and the transactions thereunder, details of which are set out in the Circular; and the Board is hereby authorised to take such actions as are necessary to implement the Investment and Wealth Management Cooperation Framework Agreement and the transactions thereunder.		
8.	To consider and approve the proposed annual caps for the transactions under the Investment and Wealth Management Cooperation Framework Agreement for the three financial years commencing on 1 January 2024 and ending on 31 December 2026 as set out in the Circular; and the Board is hereby authorised to take such actions as are necessary to implement the proposed annual caps for the transactions under the Investment and Wealth Management Cooperation Framework Agreement.		
9.	To consider and approve the appointment of Ms. Shao Lihua as a non-executive Director, to authorise Mr. Hou Xiaofeng, the executive Director, to sign the relevant service contract on behalf of the Company with Ms. Shao Lihua, and to authorise the Board to determine her remuneration based on the recommendation by the remuneration committee of the Board.		
10.	To consider and approve the appointment of Mr. Yang Dongzhao as a non-executive Director, to authorise Mr. Hou Xiaofeng, the executive Director, to sign the relevant service contract on behalf of the Company with Mr. Yang Dongzhao, and to authorise the Board to determine his remuneration based on the recommendation by the remuneration committee of the Board.		
11.	To consider and approve the appointment of Mr. Zhang Bing as a Supervisor representing the Shareholders, to authorise Mr. Hou Xiaofeng, the executive Director, to sign the relevant service contract on behalf of the Company with Mr. Zhang Bing, and to authorise the Board, which in turn will further delegate to the remuneration committee of the Board to determine his remuneration.		

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

Signature: \_\_\_\_\_ <sup>(note 4)</sup>

*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 of the Company (the “**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. 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., Thursday, 21 December 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 above-mentioned 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 EGM other than those referred to in the notice convening the EGM.
- (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 Saturday, 2 December 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: 0086-010-84527250, Fax: 0086-010-84527254, 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 EGM, the register of members will be closed from 22 November 2023 to 22 December 2023 (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 Company’s H share registrar, 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 21 November 2023. Shareholders whose names appear on the register of members of the Company on 22 December 2023 are entitled to attend the EGM.
- (8) Shareholders or their proxies 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.
- (9) The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.

\* For identification purpose only