

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

ANNOUNCEMENT

ENTRUSTED MANAGEMENT OF FUDAO CHEMICAL

THE TRANSACTION

The Board announced that, on 28 February 2026, the Company, CNOOC Oil & Petrochemicals and Fudao Chemical entered into the Entrusted Management Agreement, pursuant to which the Company entrusts CNOOC Oil & Petrochemicals to manage the daily production and operation of Fudao Chemical. The term of the Entrusted Management Agreement commenced from 1 March 2026 and will expire on 28 February 2029.

REASONS FOR AND BENEFITS OF THE TRANSACTION

Given Orient Petrochemical (the wholly-owned subsidiary of CNOOC Oil & Petrochemicals) serves as Fudao Chemical's major raw material supplier, it enjoys industrial synergy advantages and is in a better position for cost reduction and efficiency improvement of Fudao Chemical. Furthermore, Orient Petrochemical possesses advanced, mature, and extensive capabilities and experience in the production and operation of acrylonitrile and other chemical products. In order to further promote the optimization of resource allocation and management and improve operating efficiency of Fudao Chemical, the parties agreed to enter into the Transaction.

IMPLICATIONS OF THE LISTING RULES

As at the date of this announcement, CNOOC is the controlling shareholder of the Company and CNOOC Oil & Petrochemicals is a wholly owned subsidiary of CNOOC. Therefore, CNOOC Oil & Petrochemicals is a connected person of the Company under Rule 14A.07 of the Listing Rules. Furthermore, Fudao Chemical is held as to 49% by Orient Petrochemical, the wholly-owned subsidiary of CNOOC, thus Fudao Chemical is a connected subsidiary of the Company under Rule 14A.16 of the Listing Rules. Therefore, the Transaction constitutes a continuing connected transaction of the Company.

As applicable percentage ratios for the Transaction are less than 0.1%, the Transaction constitutes a de minimis continuing connected transaction under Chapter 14A of the Listing Rules and is therefore fully exempt from the independent shareholders' approval, annual review and all disclosure requirements.

We refer to the announcement of the Company dated 19 August 2020 in relation to the establishment of Fudao Chemical.

THE TRANSACTION

The Board announced that, on 28 February 2026, the Company, CNOOC Oil & Petrochemicals and Fudao Chemical entered into the Entrusted Management Agreement, pursuant to which the Company entrusts CNOOC Oil & Petrochemicals to manage the daily production and operation of Fudao Chemical. The Transaction will not affect the agreement between Orient Petrochemical and CNOOC Fudao in relation to profit sharing and loss bearing of Fudao Chemical as set out in the announcement of the Company dated 19 August 2020, i.e., Orient Petrochemical and CNOOC Fudao shall be entitled to enjoy the profit or to bear the loss of Fudao Chemical in proportion to their respective paid-in capital in Fudao Chemical.

Principal terms of the Entrusted Management Agreement are set out as below:

Date:

28 February 2026

Parties:

1. the Company;
2. CNOOC Oil & Petrochemicals; and
3. Fudao Chemical.

Term:

The term of entrusted management commenced from 1 March 2026 and will expire on 28 February 2029. Upon expiration, such term may be extended by negotiation by the parties and determined by signing written agreement, as the case may be.

Content of the Entrusted Management Agreement:

Pursuant to the Entrusted Management Agreement, CNOOC Oil & Petrochemicals shall manage the daily production and operation of Fudao Chemical during the entrusted management term.

During the entrusted management term, the internal management systems, processes and authorities of Fudao Chemical shall be maintained, subject to adjustments for the purpose of production optimization upon determination among the parties.

During the entrusted management term, Fudao Chemical shall maintain its existing organizational structure and personnel in principle. The procurement of materials and services and engineering construction business of Fudao Chemical will be integrated into the management system of CNOOC Oil & Petrochemicals, while product sales will be gradually transitioned.

Entrusted management fee:

The entrusted management fee under the Entrusted Management Agreement is nil.

The above fee arrangement was determined by negotiation among the parties after taking into account (i) the equity relationship of Fudao Chemical; (ii) the arrangement between Orient Petrochemical and CNOOC Fudao with respect to the profit sharing and loss bearing of Fudao Chemical; and (iii) the operation condition of Fudao Chemical.

REASONS FOR AND BENEFITS OF THE TRANSACTION

Given Orient Petrochemical (the wholly-owned subsidiary of CNOOC Oil & Petrochemicals) serves as Fudao Chemical's major raw material supplier, it enjoys industrial synergy advantages and in a better position for cost reduction and efficiency improvement of Fudao Chemical. Furthermore, Orient Petrochemical possesses advanced, mature, and extensive capabilities and experience in the production and operation of acrylonitrile and other chemical products. In order to further promote the optimization of resource allocation and management and improve operating efficiency of Fudao Chemical, the parties agreed to enter into the Transaction.

The terms of the Entrusted Management Agreement were entered into on normal or better commercial terms after arm's length negotiation.

GENERAL INFORMATION

Fudao Chemical mainly engages in the production, manufacturing and sales of acrylonitrile products and methyl methacrylate products and is a non-wholly owned subsidiary of the Company as at the date of this announcement.

CNOOC Oil & Petrochemicals mainly engages in the petroleum, coal and other fuel processing and is a wholly owned subsidiary of CNOOC as at the date of this announcement.

The Company mainly engages in the developments, production and sale of fertilisers (including urea, phosphate and compound fertilisers) and chemical products (primarily methanol and acrylonitrile) and is a subsidiary of CNOOC as at the date of this announcement.

IMPLICATIONS OF THE LISTING RULES

As at the date of this announcement, CNOOC is the controlling shareholder of the Company and CNOOC Oil & Petrochemicals is a wholly owned subsidiary of CNOOC. Therefore, CNOOC Oil & Petrochemicals is a connected person of the Company under Rule 14A.07 of the Listing Rules. Furthermore, Fudao Chemical is held as to 49% by Orient Petrochemical, the wholly-owned subsidiary of CNOOC, thus Fudao Chemical is a connected subsidiary of the Company under Rule 14A.16 of the Listing Rules. Therefore, the Transaction constitutes a continuing connected transaction of the Company.

As applicable percentage ratios for the Transaction are less than 0.1%, the Transaction constitutes a de minimis continuing connected transaction under Chapter 14A of the Listing Rules and is therefore fully exempt from the independent shareholders' approval, annual review and all disclosure requirements.

DEFINITIONS

“Board”	the board of Directors
“CNOOC”	中國海洋石油集團有限公司(China National Offshore Oil Corporation*), a state-owned company established in the PRC which is also the controlling shareholder of the Company
“CNOOC Fudao”	海洋石油富島有限公司(CNOOC Fudao Limited*), a company established in the PRC and is a wholly-owned subsidiary of the Company as at the date of this announcement
“CNOOC Oil & Petrochemicals”	中海石油煉化有限責任公司(CNOOC Oil & Petrochemicals Co., Ltd.*), a limited company incorporated in the PRC, which is a wholly owned subsidiary of CNOOC as at the date of this announcement
“Company”	中海石油化學股份有限公司(China BlueChemical Ltd.*), a company incorporated in the PRC and a subsidiary of CNOOC, the H shares of which are listed on the Stock Exchange
“Director(s)”	directors of the Company
“Entrusted Management Agreement”	the entrusted management agreement dated 28 February 2026 between the Company, CNOOC Oil & Petrochemicals and Fudao Chemical in relation to the Transaction
“Fudao Chemical”	中海油富島(海南)化工有限公司(CNOOC Fudao (Hainan) Chemical Ltd.*), a limited company incorporated in the PRC, in which Orient Petrochemical and CNOOC Fudao hold the 49% and 51% equity interests, respectively, as at the date of this announcement

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Orient Petrochemical”	中海油東方石化有限責任公司(CNOOC Orient Petrochemical Co., Ltd.*), a limited company incorporated in the PRC, which is a wholly owned by CNOOC as at the date of this announcement
“PRC” or “China”	the People’s Republic of China (for the purpose of this announcement, excludes Hong Kong, the Macao Special Administrative Region and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the Company entrusts CNOOC Oil & Petrochemicals to manage the daily production and operation of Fudao Chemical during the term from 1 March 2026 to 28 February 2029 under the Entrusted Management Agreement

In addition, the terms “connected person”, “connected transaction”, “controlling shareholder”, “percentage ratio(s)”, “connected subsidiary(ies)” and “subsidiary(ies)” shall have the meanings ascribed to them under the Listing Rules.

By order of the Board
China BlueChemical Ltd.*
Kuang Xiaobing
Company Secretary

Beijing, the PRC, 1 March 2026

As at the date of this announcement, the executive directors of the Company are Mr. Hou Xiaofeng, Mr. Rao Shicai and Ms. He Qunhui, the non-executive directors of the Company are Ms. Shao Lihua and Mr. He Qizhong, and the independent non-executive directors of the Company are Mr. Lin Feng, Mr. Xie Dong and Mr. Yang Wanhong.

* For identification purpose only