

# IMPORTANT

If you are in any doubt about any of the contents of this Prospectus, you should obtain independent professional advice.



**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)*

## GLOBAL OFFERING

<b>Number of Offer Shares under the Global Offering:</b>	<b>1,400,000,000 H Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Number of Hong Kong Public Offer Shares:</b>	<b>140,000,000 H Shares (subject to adjustment)</b>
<b>Number of International Offer Shares:</b>	<b>1,260,000,000 H Shares (subject to adjustment and Over-allotment Option)</b>
<b>Maximum Offer price:</b>	<b>HK\$1.90 per Offer Share (payable in full on application and subject to refund)</b>
<b>Nominal value:</b>	<b>RMB1.00 per Share</b>
<b>Stock code:</b>	<b>3983</b>

**Joint Global Coordinators and Joint Bookrunners**  
*(in alphabetical order)*

**JPMorgan** 

 **UBS** Investment Bank

**Joint Sponsors and Joint Lead Managers**  
*(in alphabetical order)*

**JPMorgan** 

 **UBS** Investment Bank

The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Prospectus, 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 Prospectus.

A copy of this Prospectus, having attached thereto the documents specified in the paragraph headed "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix IX to this Prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this Prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement among the Joint Global Coordinators (on behalf of the Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or about 22 September 2006 and, in any event, not later than 27 September 2006. The Offer Price will be not more than HK\$1.90 and is currently expected to be not less than HK\$1.38. Applicants for Hong Kong Public Offer Shares are required to pay, on application, the maximum offer price of HK\$1.90 for each Hong Kong Public Offer Share together with a brokerage of 1%, SFC transaction levy of 0.005% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price should be lower than HK\$1.90.

**The Joint Global Coordinators (on behalf of the Underwriters, and with our consent) may reduce the indicative offer price range below that stated in this Prospectus (which is HK\$1.38 to HK\$1.90 per Hong Kong Public Offer Share) and/or reduce the number of Offer Shares being offered pursuant to the Global Offering at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, a notice of the reduction in the indicative offer price range and/or the reduction in the number of Offer Shares will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. If applications for Hong Kong Public Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Hong Kong Public Offering, then even if the indicative offer price range and/or the number of Offer Shares is so reduced, such applications cannot be subsequently withdrawn. Further details are set out in "Structure of the Global Offering" and "How to apply for Hong Kong Public Offer Shares".**

If, for whatever reason, we and the Joint Global Coordinators (on behalf of the Underwriters) are not able to agree on the Offer Price, the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure applicants for the subscription for, the Hong Kong Public Offer Shares are subject to termination by the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. (Hong Kong time) on the day trading in the Offer Shares commences on the Hong Kong Stock Exchange. Such grounds are set out in the section headed "Underwriting" in this Prospectus. It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered, sold, pledged or transferred within the United States, except that Offer Shares may be offered, sold or delivered to QIBs in reliance on an exemption from registration under the U.S. Securities Act provided by, and in accordance with the restrictions of, Rule 144A or another exemption from the registration requirements of the U.S. Securities Act. The Offer Shares are being sold outside the United States in offshore transactions in accordance with Rule 903 or 904 of Regulation S.

We are incorporated, and substantially all of our businesses are located, in the PRC. Potential investors should be aware of the differences in the legal, economic and financial systems between the PRC and Hong Kong, and the fact that there are different risks associated with investment in PRC-incorporated businesses. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong, and should take into consideration the different market nature of our H Shares. Such differences and risks are set out in the section headed "Risk Factors" and in Appendix VI (Summary of Principal Legal and Regulatory Provisions) to this Prospectus.