



中海油田服务股份有限公司
China Oilfield Services Limited

(Incorporated in the People's Republic of China as a joint stock limited liability company)

(Stock Code: 2883)

Proxy Form for 2023 Annual General Meeting

Number of Shares related to this proxy form	H Shares/A Shares*
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I/(We) ^(Note 1) _____
of _____
being the holder(s) of ^(Note 2) _____ H Share(s)/
A Share(s)* of China Oilfield Services Limited (the “Company”) now appoint ^(Note 3) _____
(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 Annual General Meeting (“AGM”) to be held at 10:00 a.m. (Beijing time) on Tuesday, 28 May 2024 at Room 311, Main Building of COSL, 201 Haiyou Avenue, Yanjiao Economic & Technological Development Zone, Sanhe City, Hebei Province, the PRC for the purpose of considering and, if thought fit, passing those resolutions as set out in the notice convening the said meeting. In the absence of any indication, the proxy may vote for or against the resolutions or abstain at his own discretion.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	To consider and approve the audited financial statements and the report of the auditor for the year ended 31 December 2023.			
2.	To consider and approve the proposed profit distribution plan and final dividend distribution plan for the year ended 31 December 2023.			
3.	To consider and approve the report of the Board of Directors for the year ended 31 December 2023.			
4.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2023.			
5.	To consider and approve the re-appointment of the audit firms.			
6.	To consider and approve the resolution in relation to the US Dollar loans extension by the wholly-owned subsidiary, COSL Middle East FZE, and the provision of guarantee by the Company thereof.			
7.	To consider and approve re-appointment of Ms. Chiu Lai Kuen, Susanna as an Independent Non-executive Director of the Company.			
8.	To consider and approve the amendments to the Independent Director System.			
SPECIAL RESOLUTIONS		For	Against	Abstain
9.	To consider and approve change of the scope of business and amendments to the Articles of Association.			
10.	To consider and approve the provision of guarantees for the wholly-owned subsidiaries of the Company.			

SPECIAL RESOLUTIONS		For	Against	Abstain
11.	<p>To consider and, if thought fit, to pass the following resolution:</p> <p>(a) approve a general mandate to the Board to, by reference to market conditions and in accordance with needs of the Company, issue and allot, overseas-listed foreign invested shares (H shares) not exceeding 20% of the total number of H shares in issue at the time of passing this resolution at the annual general meeting.</p> <p>(b) subject to compliance with applicable laws and regulations and rules of the relevant securities exchange, the Board be authorised to (including but not limited to the following):</p> <p>(i) determine the issuance price, time of issuance, period of issuance, number of shares to be issued, allottees and use of proceeds, and whether to issue shares to existing shareholders;</p> <p>(ii) engage the services of professional advisers for share issuance related matters, and to approve and execute all acts, deeds, documents or other matters necessary, appropriate or required for share issuance;</p> <p>(iii) execute and deliver legal documents related to share issuance in accordance with the requirements of regulatory authorities and the place where the shares of the Company are listed, and to carry out relevant approval procedures;</p> <p>(iv) after share issuance, make corresponding amendments to the Articles of Association relating to total share capital and shareholdings structure etc., and to carry out relevant registrations and filings.</p> <p>(c) The above general mandate will expire on the earlier of (“Relevant Period”):</p> <p>(i) the conclusion of the annual general meeting of the Company for 2024;</p> <p>(ii) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2023; or</p> <p>(iii) the date on which the authority conferred by this resolution is revoked or varied by a special resolution of shareholders at a general meeting.</p>			
12.	<p>To consider and, if thought fit, to approve the following general mandate to buy back domestic shares (A shares) and overseas-listed foreign invested shares (H shares):</p> <p>(a) approve a general mandate to the Board to, by reference to market conditions and in accordance with needs of the Company, to buy back domestic shares (A shares) not exceeding 10% of the total number of domestic shares (A shares) in issue at the time when this resolution is passed at annual general meeting and the relevant resolutions are passed at class meetings of shareholders. Pursuant to PRC laws and regulations, in the case of buy back of A shares to be cancelled to reduce the registered capital, the Board of the Company will seek further approval from its shareholders in general meeting for each buy back of domestic shares (A shares) even where the general mandate is granted, but will not be required to seek shareholders’ approval at class meetings of domestic share (A share) shareholders or overseas-listed foreign invested share (H share) shareholders.</p>			

SPECIAL RESOLUTIONS	For	Against	Abstain
<p>(b) approve a general mandate to the Board to, by reference to market conditions and in accordance with needs of the Company, buy back overseas-listed foreign invested shares (H shares) not exceeding 10% of the total number of overseas-listed foreign invested shares (H shares) in issue at the time when this resolution is passed at the annual general meeting and the relevant resolutions are passed at class meetings of shareholders.</p> <p>(c) the Board be authorised to (including but not limited to the following):</p> <ul style="list-style-type: none"> (i) determine time of buy back, period of buy back, buy back price and number of shares to buy back, etc; (ii) notify creditors and issue announcements; (iii) open overseas share accounts and to carry out related change of foreign exchange registration procedures; (iv) carry out relevant approval procedures and to carry out filings with the China Securities Regulatory Commission; and (v) carry out cancellation procedures for buy back shares, make corresponding amendments to the Articles of Association relating to total share capital and shareholdings structure etc., carry out modification registrations, and to deal with any other documents and matters related to share buy back. <p>(d) The above general mandate will expire on the earlier of (“Relevant Period”):</p> <ul style="list-style-type: none"> (i) the conclusion of the annual general meeting of the Company for 2024; (ii) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2023, the first A Shareholders’ Class Meeting in 2024 and the first H Shareholders’ Class Meeting in 2024; or (iii) the date on which the authority conferred by this resolution is revoked or varied by a special resolution of shareholders at a general meeting, or a special resolution of shareholders at a class meeting of domestic share (A share) shareholders or a class meeting of overseas-listed foreign invested share (H share) shareholders. <p>Subject to obtaining the authorization from the Annual General Meeting, A Shareholders’ Class Meeting, and H Shareholders’ Class Meeting, the Board agrees to delegate the authority of execution of above mandate matters to the Executive Directors or Chief Financial Officer, and agrees that the Executive Director or Chief Financial Officer act as the delegate of the Board to implement the relevant mandate matters for the buy-back of A shares and H shares. The mandate is effective from the date of approval of this resolution at the Annual General Meeting, 2024 First A Shareholders’ Class Meeting and 2024 First H Shareholders’ Class Meeting.</p>			

Date: _____ 2024

Signature: _____ (Note 5)

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- (3) If any proxy other than the Chairman is preferred, please insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and, on a poll, vote in his/her stead. If more than one proxy is so appointed, the appointment shall specify the class and number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company, but must attend the Meeting to represent you.
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED “AGAINST”. IF YOU WISH ABSTAIN FROM VOTING, PLEASE TICK THE APPROPRIATE BOXES MARKED “ABSTAIN”.** Failure to tick the boxes will entitle your proxy to cast your votes at his/her discretion or abstain from the relevant resolutions. Your proxy will also be entitled to vote at his/her discretion or abstain from any other resolution properly put to the Annual General Meeting other than that referred to in the Notice convening the Annual General Meeting. The share abstained will not be convened in the calculation of the required majority by the Company.
- (5) This proxy form must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If this proxy form is signed by an attorney of a shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
- (6) Completion and return of this proxy form will not preclude you from attending the Annual General Meeting and voting in person if you so wish. In the event that you attend the Annual General Meeting after having lodged this proxy form, it will be deemed to have been revoked.
- (7) Holders of the Company’s overseas listed foreign invested shares (H Shares) whose names appear on the Company’s register of members maintained by Computershare Hong Kong Investor Services Limited at the close of business on Tuesday, 21 May 2024 are entitled to attend and vote at the Annual General Meeting.
- (8) Each shareholder of the Company who has the right to attend and vote at the Annual General Meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Annual General Meeting. Where a shareholder has appointed more than one proxy to attend the general meeting, the shareholder shall specify the class and number of shares of the Company in respect of which each proxy is so appointed. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing. In the case that an appointer is a legal person, the power of attorney must be either under the common seal of the legal person or under the hand of its director or other person, duly authorised. If the instrument appointing a proxy is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be certified by a notary public. For holders of H Shares, the power of attorney or other documents of authorisation and proxy forms must be delivered to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by post or facsimile, no less than 24 hours before the time appointed for the holding of the Annual General Meeting in order for such documents to be valid. For holders of A Shares, the above-mentioned documents must be delivered to the Office of the Secretary of the Board of the Company before the above-mentioned time.
- (9) Holders of H Shares whose names appear on the Company’s register of members maintained by Computershare Hong Kong Investor Services Limited and holders of A Shares whose name appear on the Company’s register of members maintained by Shanghai branch of China Securities Depository and Clearing Corporation Limited at the close of business on Tuesday, 21 May 2024 are entitled to attend the Annual General Meeting. The Company’s register of members will be closed from Wednesday, 22 May 2024 to Tuesday, 28 May 2024 (both days inclusive), during which time no transfer of shares will be registered. Transferees of H Shares who wish to attend the Annual General Meeting must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to Computershare Hong Kong Investor Services Limited by no later than 4:30 p.m. on Tuesday, 21 May 2024 for completion of the registration of the relevant transfer in accordance with the Articles of Association of the Company.

Computershare Hong Kong Investor Services Limited’s address is as follows:
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong
- (10) For the purpose of determining entitlement for the final dividend for the year ended 31 December 2023, the H Shares register of members of the Company will be closed from Wednesday, 12 June 2024 to Monday, 17 June 2024, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled for the final dividend for the year ended 31 December 2023, holders of H shares 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 11 June 2024. Holders of A Shares should contact the Secretary of the Board for details concerning registration of transfers of A Shares.

- (11) The cumulative voting method will be adopted by the Company for the election of directors at the AGM.

Cumulative voting method

When adopting the cumulative voting method for electing the director as proposed in Resolution 7, each of the shares held by a Shareholder shall carry the same number of votes corresponding to the number of directors to be elected. A shareholder may exercise his voting rights by splitting his votes evenly for each of the candidates of directors corresponding to the number of shares he holds; or by casting all his votes carried by each of his shares corresponding to the number of directors to be elected for a particular candidate of directors; or by casting a portion of his votes carried by each of his shares corresponding to the number of directors to be elected for a certain number of candidates of directors.

For example: under the cumulative voting method, the maximum valid votes that a Shareholder is entitled to cast are calculated on the basis of the total number of shares held by such Shareholder times the number of directors to be elected (2 persons). If such Shareholder holds 100 shares, then the maximum valid votes he can cast = 100 (the number of shares held by him) x 2 = 200. The Shareholder could use his discretion to cast 200 votes evenly among 2 candidates, or to place all his votes on one particular candidate, or to split his votes to 2 candidates.

Where the total number of votes cast by a Shareholder for one or several of the candidate(s) of directors is in excess of the number of votes carried by the total number of shares held by him, the votes cast by the Shareholder shall be invalid, and the Shareholder shall be deemed to have waived his voting rights. Where the total number of votes cast for one or several candidate(s) of directors by a Shareholder is less than the number of votes carried by the total number of shares held by such Shareholder, the votes cast by the Shareholder shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which the Shareholder is entitled to cast shall be deemed to have been waived by the Shareholder.

The candidate is elected when the obtained exceed half of the number of shares (on the basis of non-cumulative number of shares) held by the Shareholders (including their proxies) attending this general meeting.

- (12) Shareholders or their proxies 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.
- (13) The Annual General Meeting is expected to last not more than one day. Shareholders or proxies attending the Annual General Meeting are responsible for their own transportation and accommodation expenses.

* *Please delete as appropriate*