China Oilfield Services Limited

Terms of Reference for the Nomination Committee of the Board

Chapter 1 General

Article 1. The Company has established the Nomination Committee of the Board (the "Nomination Committee") and formulated these terms of reference pursuant to the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Guidelines for Self-regulation of Listed Companies on the Shanghai Stock Exchange No. 1 – Regulation of Operations, the Articles of Association of China Oilfield Services Limited and other relevant requirements in order to standardize the selection and appointment of Directors and Senior Management of the Company and to improve the composition of the Board and the corporate governance of the Company.

Article 2. The Nomination Committee of the Board is a professional committee under the Board, which is primarily responsible for making recommendations on the candidates, selection criteria and selection procedures for Directors and Senior Management of the Company.

The reference of "Senior Management" in these terms of reference shall include Chief Executive Officer (CEO), President, Chief Financial Officer (CFO), Vice President, Secretary of the Board and other Senior Management as specified under the Articles of Association.

Chapter 2 Composition

Article 3. The Nomination Committee shall consist of three and more Directors, beyond half of whom shall be independent non-executive Directors.

Article 4. The members of the Nomination Committee shall be nominated by the chairman of the Board or more than half of the independent non-executive Directors or one-third of all Directors, and shall be elected by the Board.

Article 5. The Nomination Committee shall have one chairman, who shall be an independent non-executive Director and selected among the members of the Nomination Committee, and shall be in charge of the work of the Committee.

Article 6. The term of office of the members of the Nomination Committee shall be the same as that of the Directors. A member of the Nomination Committee may serve consecutive terms if reelected upon the expiration of his or her term. Where a member ceases to be a Director of the Company during his or her term of office, he or she will be disqualified as a member of the Committee accordingly. The member can resign from office during his or her term of office. If a member of the Committee resigns from the Board before the expiration of his or her term of office, his or her written resignation report shall include the necessary explanation of the reasons for his or her resignation and the matters requiring the attention of the Board.

The vacancy shall be filled by the Committee in accordance with Articles 3 to Article 5 above if a Committee member ceases to be a Director or resigns from the office of Director or is no longer to be qualified as a Committee member.

Chapter 3 Duties and Authorities

Article 7. The main duties and authorities of the Nomination Committee are:

(1) To make recommendations to the Board regarding size and composition (including skill, expertise and experience) of the Board based on business activities, asset scale and shareholding structure of the Company;

(2) To formulate the criteria and procedures for selecting Directors and Senior Management, give full consideration to factors such as the composition and professional structure of the Board, and make recommendations to the Board;

(3) To select qualified candidates for Directors and Senior Management;

(4) To review the particulars of the candidates for Directors and Senior Management and their qualifications and make recommendations;

(5) To assess the independence of the independent non-executive Directors and report to the Board;

(6) To make recommendations to the Board on the Director's appointment, re-appointment and succession plan;

(7) To make recommendations to the Board on the nomination or removal of Directors;

(8) To make recommendations to the Board on the appointment or dismissal of Senior Management;

(9) To make recommendations to the Board on other matters as stipulated by the laws, regulations and the Articles of Association;

(10) To support the Company in conducting regular assessments of the performance of the Board;

(11) To assist the Board in maintaining a board skills matrix ;

(12) To deal with other matters as authorized by the Board.

If the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in the resolutions of the Board and disclose the same.

Article 8. The chairman of the Nomination Committee shall exercise the following powers:

(1) To convene and chair Committee meetings;

(2) To report to the Board on behalf of the Committee on the deliberations of

relevant resolutions;

(3) To advise and make recommendations to the Board on behalf of the Committee in making decisions;

(4) Such other authorities as may be delegated by the Board.

Article 9. The Nomination Committee shall be accountable to the Board. The Committee shall submit proposals to the Board for consideration and decisions.

Chapter 4 Procedures of Decision-making

Article 10. The Nomination Committee shall review the selection criteria, selection procedures and terms of office of the Directors and Senior Management of the Company according to the actual situation of the Company in compliance with the requirements of relevant laws and regulations and the Articles of Association and submit the resolution so formed to the Board for approval.

Article 11. Procedures for selecting Directors and Senior Management are as follows:

(1) The Nomination Committee shall actively communicate with the Management of the Company and study the requirements of the Company for new Directors and Senior Management;

(2) The Nomination Committee may identify candidates for Directors and Senior Management among the staff of the Company and its holding (associate) enterprises and in the human resources market;

(3) The Nomination Committee shall collect information about the occupation, academic qualifications, titles, detailed work experience and part-time positions of the proposed candidates;

(4) The Nomination Committee shall obtain consent from the nominees regarding the nomination, otherwise it shall not list the nominees as candidates for Directors or Senior Management;

(5) The Nomination Committee shall convene a Committee meeting to review the qualifications of the candidates for Directors and Secretary of the Board and other Senior Management nominated by the President based on the appointment criteria;

(6) The Nomination Committee shall submit to the Board its proposals and the relevant information on the candidates for new Directors and new Senior Management one to two months prior to the election of new Directors and engagement of new Senior Management;

(7) The Nomination Committee shall give due consideration to the reasons and justifications when nominating a person as an independent non-executive Director with reference to the relevant requirements;

(8) The Nomination Committee shall give due consideration to the diversity policy of Directors when nominating candidates for Directors;

(9) The Nomination Committee shall carry out other follow-up work according to the decision and feedback of the Board.

Chapter 5 Rules of Proceedings

Article 12. The Nomination Committee shall meet at least once every year. Three to seven days' written notice shall be given to all members prior to the meeting. The chairman of the Nomination Committee shall convene and chair the meetings.

The notice of the meeting shall include the following:

(1) Date, venue, moderator and participants of the meeting.

(2) Manner of convening the meeting.

(3) Agenda of the meeting.

(4) The date of the notice, contact person and the contact information.

(5) Attached proposal materials, report materials and related explanatory materials, etc.

Article 13. The meeting of the Nomination Committee shall be held in the presence of all members, and a valid resolution must be passed with the approval of at least two members.

Article 14. The meeting of the Nomination Committee may be convened by way of on-site meeting, video conference and telephone conference.

Article 15. Voting at a Nomination Committee meeting shall be conducted by way of a show of hands in case of an on-site meeting and by way of signing through facsimile in case of a meeting convened through communication devices.

In case of the matters that requires to be passed by the Nomination Committee meeting provisionally, a valid resolution shall be formed if the chairman of the Nomination Committee has circulated proposed resolution in written form to all members and the number of members who signs it meets the quorum required for decision in Article 13 of this chapter, without convening a Nomination Committee meeting.

Article 16. The Nomination Committee may invite other Directors and Senior Management of the Company to attend its meetings when necessary.

Article 17. If necessary, the Nomination Committee may engage an external party to provide professional advice on its decision at the cost of the Company.

Article 18. The procedures for convening a meeting, the method of voting and the resolutions passed at the meetings of the Nomination Committee shall comply with the provisions of the relevant laws and regulations, the Articles of Association and these terms of reference.

Article 19. The Nomination Committee shall keep minutes of the meetings, which shall include the date and venue of the meeting, the name of the moderator, the names of the members present, the attendance by proxy, the agenda and topics of the meeting, and the main points of the speeches of the members. Members present at the meeting shall sign the minutes of the meeting, which shall be kept by the Secretary of

the Board of the Company according to the manner and term consistent with that of the documents of the Board.

Article 20. The resolutions passed and the results of voting at the meeting of the Nomination Committee shall be reported in writing to the Board of the Company.

Article 21. The meeting documents of the Nomination Committee shall be true, accurate and complete. In case of disagreement in the meeting opinions, it shall be recorded truthfully in the meeting documents. The chairman of the Nomination Committee shall report to the Board the reasons for the resolutions that the Nomination Committee fails to form voting results.

Article 22. Members present at the meeting shall have an obligation to keep all matters discussed in such meetings confidential, and shall not disclose the relevant information without authorization.

Chapter 6 Miscellaneous

Article 23. All references to "more than" in these articles shall be inclusive of the stated figure; all references to "beyond" shall be exclusive of the stated figure.

Article 24. These terms of reference shall be effective from the date on which the Board passes a resolution to approve the same.

Article 25. Any matters not covered by these terms of reference shall be implemented in accordance with the provisions of the relevant laws and regulations of the State, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Articles of Association of the Company.

Article 26. The right to interpret these terms of reference shall reside in the Board of the Company.