

**TERMS OF REFERENCE OF THE  
NOMINATION COMMITTEE UNDER THE  
BOARD OF DIRECTORS OF SINOPEC OILFIELD  
SERVICE CORPORATION**

**Reviewed and adopted by the 8th Meeting of the 10th Session of the Board on 29  
March 2022**

**Reviewed and adopted by the 19th Meeting of the 10th Session of the Board on  
26 March 2024**

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August 2026**

## Chapter 1 General Provisions

**Article 1** In order to clarify the composition and duties of the Nomination Committee for the board of directors (the “**Committee**”) of Sinopec Oilfield Service Corporation (the “**Company**”) and regulate the working procedures, these terms of reference (the “**Terms**”) are hereby formulated in combination with the Company’s practical situation and in accordance with the *Company Law of the People’s Republic of China* (the “**Company Law**”), the *Code of Corporate Governance for Listed Companies* published by China Securities Regulatory Commission, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange* and the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* published by the securities exchanges of the jurisdictions in which the Company’s shares are listed, and other relevant laws, regulations, departmental rules, normative documents and the securities regulations of the jurisdictions in which the Company’s shares are listed (the “**Relevant Regulatory Rules**”), and the relevant provisions of *Articles of Association of Sinopec Oilfield Service Corporation* (the “**Articles**”).

**Article 2** The Committee is a special committee under the board of directors, and is responsible to the board of directors.

## Chapter 2 Composition

**Article 3** The Committee shall consist of at least three (3) directors, and independent directors shall be in the majority. There shall be one (1) chairman of the Committee, who shall take charge of the work of the Committee. The chairman shall be an independent director designated by the board of directors. At least one (1) member of the Committee should be of a different gender.

The administrative office of the Committee shall be in the Human Resources Department of the Company, which shall take charge of the relevant detailed matters of the Committee.

The Committee shall have one (1) secretary (who should be nominated by the board office, and appointed by the Committee). The Committee's secretary is responsible for assisting the work of the members of the Committee, including assisting the communication among the Company's board of directors, the Committee and the administrative office of the Committee.

**Article 4** The members of the Committee shall be nominated by the chairman of the board of directors, more than half of the independent directors or more than one third of all the directors, and shall be appointed by the board of directors.

**Article 5** The term of a member of the Committee shall be concurrent with the term of a director. If a member ceases to be a director of the Company during the term, such member shall in the meantime cease to be a member, and the Company shall make up the number in accordance with Articles 3 and 4 above, if necessary.

**Article 6** The Committee may appoint a consulting member where necessary, who shall provide consulting opinions to the Committee as required by the Committee.

### **Chapter 3 Duties and Responsibilities**

**Article 7** The responsibilities and duties of the Committee shall be:

- (1) To review, analyze and assess at least once every year the structure, number of members and composition (including the skills, knowledge, experience, professional mix and diversity) of the board of directors based on the Company's operation activities, asset scale and shareholding structure, to assist the board of directors in maintaining a board skills matrix, and to make recommendations on any proposed changes to the board of directors to complement the Company's corporate strategy;
- (2) To study and formulate the standards and procedures for selection of directors and senior management (including issues on appointment, removal, employment and dismissal), and make suggestions to the board of directors;

- (3) To identify extensively the qualified candidates from talent markets both overseas and domestic, and inside the Company, to examine the candidates for directors, general manager, deputy general manager and financial officer as nominated by the general manager, and the board secretary and Company secretary as nominated by the chairman of the board of directors and to make suggestions to the board of directors;
- (4) To assess the independence of independent directors;
- (5) To examine the independent director candidates' office qualifications and form specific examination opinions thereon;
- (6) To make recommendations to the board of directors on the appointment or reappointment of directors and succession planning for directors;
- (7) To assess the qualifications of the directors and senior management, upon discovering any failure to meet the required qualifications, making recommendations to the board of directors for removal in a timely manner;
- (8) To assist in the Company's regular evaluation of the board of directors' performance;
- (9) Other matters authorized by the board of directors;
- (10) Other responsibilities and duties delegated by the Relevant Regulatory Rules and the Articles.

The Committee shall report to the board of directors, and its proposals shall be submitted to the board of directors for review and determination.

**Article 8** The chairman of the Committee shall perform the following responsibilities and duties:

- (1) To convene and preside over the meeting of the Committee;
- (2) To take charge of the day-to-day operation of the Committee;
- (3) To review, determine and sign the reports of the Committee and other important documents;
- (4) To organize the inspection of how the opinions and suggestions of the Committee adopted by the board of directors are implemented;

- (5) To report work to the board of directors on behalf of the Committee;
- (6) Other duties as conferred by the board of directors.

If the chairman of the Committee is unable or fails to perform his/her duties, more than half of the members may jointly propose a member as an independent director to take his/her place in the performance of such duties.

## **Chapter 4 Rules of Procedure**

**Article 9** The Committee has the following nomination procedures for directors and senior management:

- (1) To communicate actively with the Company's relevant departments, examine the Company's needs for directors and senior management, and formulate written materials, based on the Company's development needs;
- (2) To collect extensively the candidates for directors and senior management from multiple channels, based on the needs for relevant positions;
- (3) To listen to the Party organization for their suggestions on the nominated candidates;
- (4) To collect information on the initial candidates' professions, educational background, title, detailed working experience, all part-time jobs, etc., and formulate written materials;
- (5) To ask for agreement from the candidates on the nomination of directors and senior management by relevant institutions or personnel, or they will not be candidates for directors and senior management;
- (6) To hold meeting of the Committee, and examine the qualifications of the candidates, based on the conditions for taking the positions of the directors and senior management;
- (7) To propose to the board of directors the suggestions on candidates and provide relevant information;
- (8) To follow up other work based on the decision and feedback from the board of directors.

**Article 10** A meeting of the Committee shall be proposed by the chairman or two (2) or more members, and shall be convened promptly when necessary. If, in the course of performing his or her duties, an independent director identifies any material matter of the Company which falls within the scope of duties of the Committee, he or she may promptly request the Committee to conduct discussion and deliberation under the relevant procedures.

**Article 11** The chairman of the Committee shall convene the meeting and issue the meeting notice; the meeting notice and the meeting materials shall be delivered to all the members at least 3 days before the meeting. Upon unanimous consent of the members, the above said period of notice may be waived.

**Article 12** In principle, the Committee shall convene in-person meeting. On the premise that all the members attending the meeting can fully communicate with each other and express their opinions, the meeting may be convened by video, telephone, or other means under the relevant procedures, if necessary.

**Article 13** The members of the Committee shall attend the meeting in person.

Where a member is unable to attend a meeting in person for whatever reason, such member should review the meeting materials in advance, form specific opinions, submit a power of attorney signed by him/her, and entrust another member to attend such meeting on his/her behalf. An independent director who is unable to attend a meeting of the Committee in person shall authorize another independent director to attend the meeting on his or her behalf in accordance with the foregoing provisions. Such power of attorney shall be submitted no later than the time of voting at the meeting. The power of attorney shall indicate the scope and duration of the delegation. Each member may accept the delegation from no more than one (1) member.

The meeting of the Committee may invite the Company's directors and senior management to attend the meeting without voting rights when necessary.

**Article 14** The meeting of the Committee shall be presided by the chairman; where the chairman is unable or fails to perform his/her duties, more than half of the members may jointly propose a member as an independent director to take his/her place in the convention of such meeting.

The meeting of the Committee may be held only if attended by more than half of all the members (including a proxy duly authorized in writing), and the resolutions or opinions of the Committee shall be subject to the approval of more than half of all the members. Each member shall have one (1) vote.

**Article 15** The ways of voting at the meeting of the Committee include a show of hands, ballots and telecommunication.

When the meeting of the Committee discusses any matter in which a member is personally interested, such member shall abstain from voting.

**Article 16** Any member of the Committee who shall cease his/her duty or shall be dismissed according to the Relevant Regulatory Rules, but have not done so, or have not been, his/her participation and voting at any Committee meeting shall be invalid and not counted towards the attendance.

**Article 17** A resolution or opinion adopted by the meeting of the Committee shall be reported to the board of directors in written form.

**Article 18** Full minutes of the Committee meeting, resolutions or opinions should be compiled by the Committee's secretary. Draft and final versions of the minutes of the meeting shall be sent to all Committee members for their comments and records, respectively, within a reasonable time after the meeting.

The opinions of independent directors and the circumstances in which any member has abstained from voting shall be recorded in the minutes, resolutions or opinions. The

minutes, resolutions or opinions shall be signed by the Committee members present at the meeting.

**Article 19** The administrative office of the Committee shall be responsible for preparing and maintaining all the meeting documents and materials, which shall be kept for at least ten (10) years.

**Article 20** Apart from reporting to the board of directors as required by these Terms, the members present at the meeting and other personnel attending the meeting without voting rights shall be liable to keep in confidence the matters discussed at the meeting and shall not disclose the relevant information without proper authorization.

## **Chapter 5 Guarantees**

**Article 21** The Committee's fund shall be covered by the budget of the Company. The Committee is entitled to engage professional institutions for professional opinions during the performance of their duties, with reasonable costs incurred to be borne by the Company. The Committee shall investigate the credentials and background of such professional institutions engaged by it, making sure of the fairness and impartiality of the opinions formed by such professional institutions, without detriment to the interests of the Company. The institutions so engaged shall enter into a non-disclosure agreement with the Company.

**Article 22** The senior management of the Company and the relevant departments shall take a cooperative and supporting attitude to the Committee, and provide relevant materials and actively cooperate with the work of the Committee.

## **Chapter 6 Supplementary Provisions**

**Article 23** Unless otherwise specified, the terms used herein shall have the same meanings as ascribed to them in the Articles.

**Article 24** The Terms shall be interpreted by the board of directors.

**Article 25** Where any matters are not mentioned in the Terms or conflict with the Relevant Regulatory Rules as promulgated from time to time or the Articles, the Relevant Regulatory Rules or the Articles shall prevail.

**Article 26** The preparation of these Terms and the amendments hereto shall take effect upon approval by the board of directors.