

China Oilfield Services Limited

Terms of Reference for the Strategy, Investment and ESG Committee of the Board

Chapter 1 General

Article 1 In order to accommodate the needs of the Company’s strategic development, strengthen its core competitiveness, establish sound investment decision-making procedures, enhance its scientific decision-making process, and refine the corporate governance structure, the Board of the Company established the Strategy, Investment and ESG Committee of the Board and formulated these terms of reference in accordance with the Articles of Association of China Oilfield Services Limited (hereinafter referred to as the “Articles of Association”), 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.4 - Preparation of Sustainability Report, and other relevant regulations.

Article 2 The Strategy, Investment and ESG Committee of the Board (hereinafter referred to as the “Committee”) is a special committee under the Board. It shall guide the Company in formulating its development strategy and medium-and long-term development plans, and study and make recommendations on the Company’s development strategy; study and make recommendations on business plans and investment and financing proposals that are subject to approval by the Board; and study and make recommendations on sustainability and ESG-related matters that are subject to approval by the Board. The Committee shall be accountable to the Board and shall report its work to the Board.

Chapter 2 Composition

Article 3 The Committee shall consist of five Directors, comprising two executive Directors responsible for production and operations and three independent non-executive Directors. Members shall possess the professional knowledge and work experience required to competently perform the duties of the Strategy, Investment and ESG Committee.

Article 4 The Committee shall have one chairman (the convener), who shall be the chairman of the Board.

Article 5 Where a member of the Committee ceases to be a director of the Company during his/her term of office, he/she shall automatically cease to be qualified as a member of the Committee, and the vacancy shall be filled in accordance with the provisions of Articles 3 and 4. If a member of the Committee resigns before the expiration of his/her term of office, his/her written resignation report shall include the necessary explanation of the reasons for his/her resignation and the matters requiring the attention of the Board.

Article 6 The Committee shall establish a Strategy, Investment and ESG Working Group (hereinafter referred to as the “Working Group”), which shall be composed of relevant personnel from the Planning and Development Department, the QHSE Department, and the Administration Department (the Board Secretary Office). The Board Secretary Office is responsible for daily communications and organizing meetings of the Committee.

Chapter 3 Duties and Powers

Article 7 The main duties and powers of the Committee are:

(1) Be responsible for reviewing the Company’s development strategy, medium-and long-term plans, and annual plans and budgets, and making recommendations to the Board regarding the Company’s development goals and development strategy;

(2) Study and make recommendations on business plans and investment and financing proposals that are required by the Articles of Association to be approved by the Board;

(3) Study and formulate the Company's sustainability strategy, plans and objectives, and make recommendations to the Board on related work;

(4) Study sustainability and ESG-related matters, pay attention to material information related to the Company's sustainability matters, assess the Company's sustainability risks, and make recommendations to the Board on major decisions related to the Company's sustainability;

(5) Supervise the implementation progress of the Company's sustainability plans and objectives, analyze the progress in completing key indicators, and propose action recommendations;

(6) Review the Company's annual sustainability report/ESG report and other related disclosure information, make recommendations to the Board regarding its completeness, accuracy and compliance with applicable regulatory requirements, and submit it to the Board for consideration and approval;

(7) Supervise the Company's commitments and performance on key issues such as addressing climate change, safeguarding health, safety and environmental protection, and fulfilling social responsibility, and make recommendations to the Board;

(8) Other strategy, investment and ESG-related matters authorized by the Board.

The Committee shall report to the Board and make recommendations on measures it considers necessary to take or matters requiring improvement.

Chapter 4 Procedures of Decision-making

Article 8 The Working Group shall be responsible for performing the

preliminary work of the Committee in its decision-making and providing relevant materials in writing:

- (1) relevant work reports;
- (2) external information disclosure;
- (3) other supporting materials.

Article 9 The Committee shall consider the report by the Working Group and submit a relevant resolution or report to the Board. Major matters such as the ESG report and its disclosure shall be subject to prior approval by the Committee before being submitted to the Board for consideration.

Chapter 5 Rules of Proceedings

Article 10 The meetings of the Committee shall consist of periodical meetings and temporary meetings. At least one periodical meeting shall be held annually. The temporary meeting shall be individually convened by the chairman of the Committee or jointly convened by two or more members, respectively. Notice of a meeting shall be given to all Committee members seven days before the meeting. In principle, the relevant materials and information shall be provided no later than three days before the meeting. With the consent of all Committee members, the requirement for advance notice period of the meeting may be waived. The Company shall retain the aforesaid meeting materials for at least ten years. The meeting shall be chaired by the chairman of the Committee. The members of the Committee shall be present in person and express their views on the matter under consideration. If a member cannot attend the meeting in person, he/she may submit a power of attorney signed by the member and entrust other members to attend and give his/her opinions. The power of attorney shall clearly set out the authorized scope and duration. Each member shall receive a maximum of one entrustment.

Article 11 The Committee meeting shall be held only when beyond 2/3 of all members attend the meeting. Each member is entitled to one vote. Resolutions of a meeting must be adopted by the affirmative votes of more than half of its members; If the members of the Committee are interested in matters discussed at the meeting, they shall abstain from voting; if the members of the Committee are unable to form an effective opinion due to abstention, the relevant matters shall be directly examined by the Board.

Article 12 Committee meetings shall in principle be held physically. Under the premise of ensuring that all participating directors are able to fully communicate and express their opinions, meetings may be conducted by video, telephone or other means in accordance with the procedures when necessary. The meeting of the Committee shall vote by show of hands or by poll. Voting at a temporary meeting may be conducted by correspondence.

Article 13 With the consent or proposal of the chairman of the Committee, members of the Working Group may be present at the meeting; directors and other senior management members of the Company may be invited to attend the meetings, if necessary.

Article 14 If necessary, the Committee may engage an external party to provide professional advice on its decision at the cost of the Company.

Article 15 The procedures for convening a meeting, the method of voting and the resolutions passed at the meetings of the Committee shall comply with the provisions of the relevant laws and regulations, the Articles of Association and these terms of reference.

Article 16 The Committee shall keep minutes of the meetings. Members present at the meetings shall sign the minutes of the meetings, which shall be kept by the Secretary to the Board of the Company.

Article 17 The resolutions passed, and the results of voting at the meeting of the Committee shall be reported in writing to the Board of the

Company.

Article 18 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 19 These terms of reference shall be effective on the date when the relevant resolution is passed by the Board.

Article 20 Any matters not covered by these terms of reference shall be implemented in accordance with relevant laws and regulations of the State, the regulatory rules of the place of listing and the Articles of Association. Where there is a conflict between these terms of reference and future laws and regulations to be promulgated by the State, the regulatory rules of the place of listing or the Articles of Association as amended in accordance with legitimate procedures, these terms of reference shall be implemented in accordance with relevant laws and regulations of the State, the regulatory rules of the place of listing and the Articles of Association and corresponding amendments to these terms of reference must be submitted to the Board for consideration and approval in a timely manner.

Article 21 The interpretation of these terms of reference shall be vested in the Board.