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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 2016 First H Share Class Meeting

Number of Shares related to this proxy form	H Shares
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I(We)^(note 1) _____ of _____ being the holder(s) of^(note 2) _____ H 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 H Share Class Meeting ("H Share Class Meeting") to be held at 10:30 a.m. (Beijing time) on 31 May 2016 (Tuesday) at Room 504, CNOOC Plaza, 25 Chaoyangmen North Avenue, Dongcheng District, Beijing 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.

Special Resolution	For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
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):— (1) approve a general mandate to the board of directors 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 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, and for buy backs of domestic shares (A shares), 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. (2) approve a general mandate to the board of directors to, by reference to market conditions and in accordance with needs of the Company, to buy back overseas-listed foreign invested shares (H shares) not exceeding 10% of the number of overseas-listed foreign invested shares (H 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. (3) the board of directors be authorised to (including but not limited to the following):— (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; (v) carry out cancellation procedures for bought back shares, make corresponding amendments to the articles of association of the Company relating to share capital and shareholdings etc, carry out modification registrations, and to deal with any other approve and execute, on behalf of the Company, documents and matters related to share buy back. (4) The above general mandate will expire on the earlier of ("Relevant Period"):— (i) the conclusion of the annual general meeting of the Company for 2016; (ii) the expiration of a period of twelve months following the passing of this special resolution at the annual general meeting for 2015, the first A shareholders' class meeting in 2016 and the first H shareholders' class meeting in 2016; or (iii) the date on which the authority conferred by this special 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, except where the board of directors has resolved to buy back domestic shares (A shares) or overseas-listed foreign invested shares (H shares) during the Relevant Period and the share buy back is to be continued or implemented after the Relevant Period.			

Date: _____ 2016

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 form of proxy relates. If no number is inserted, this form of proxy 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, strike out the words "the Chairman of the Meeting or" herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY 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 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 TO 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 H Share Class Meeting other than that referred to in the Notice convening the H Share Class Meeting. The share abstained will not be convened in the calculation of the required majority by the Company.
- (5) This form of proxy 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 form of proxy 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 form of proxy will not preclude you from attending the H Share Class Meeting and voting in person if you so wish. In the event that you attend the H Share Class Meeting after having lodged this form of proxy, it will be deemed to have been revoked.
- (7) H Share shareholders whose names appear on the Company's register of members maintained by Computershare Hong Kong Investor Services Limited on 11 May 2016 (Wednesday) are entitled to attend and vote at the H Share Class Meeting.
- (8) H Share shareholders who intend to attend the H Share Class Meeting must complete and return the written replies for attending the H Share Class Meeting to the Company's Hong Kong registered office by facsimile or post no later than 10 May 2016 (Tuesday):
Address: 65/F., Bank of China Tower
1 Garden Road, Hong Kong
Tel: (852) 2213 2515
Fax: (852) 2525 9322
- (9) Each shareholder of the Company who has the right to attend and vote at the H Share Class Meeting is entitled to appoint in writing one or more proxies, whether a shareholder of the Company or not, to attend and vote on his behalf at the H Share Class Meeting. Where a shareholder of the Company has appointed more than one proxy to attend the H Share Class Meeting, such proxies may only vote on a poll. The instrument appointing a proxy must be in writing under the hand of the appointor 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 appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be certified by a notary public. For H Share shareholders, the power of attorney or other documents of authorisation and forms of proxy must be delivered to the Company's registered office at 65/F., Bank of China Tower, 1 Garden Road, Hong Kong by post or facsimile, no less than 24 hours before the time appointed for the holding of the H Share Class Meeting in order for such documents to be valid. For A Share shareholders, the abovementioned documents must be delivered to the secretary office of the board of the Company before the above-mentioned time.
- (10) H Share shareholders whose names appear on the Company's register of members maintained by Computershare Hong Kong Investor Services Limited after office hour on 10 May 2016 are entitled to attend the H Share Class Meeting. The Company's register of members will be closed from 11 May 2016 (Wednesday) to 30 May 2016 (Monday) (both days inclusive), during which time no transfer of shares will be registered. Transferees of H Shares who wish to attend the H Share Class 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 10 May 2016 (Tuesday) for completion of the registration of the relevant transfer in accordance with the Articles of Association of the Company.
The address of Computershare Hong Kong Investor Services Limited is as follows:
Room 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
- (11) Shareholders or their proxies must present proof of their identities upon attending the H Share Class Meeting. Should a proxy be appointed, the proxy must also present copies of his/her form of proxy, or copies of appointing instrument and power of attorney, if applicable.
- (12) Shareholders or proxies attending the H Share Class Meeting are responsible for their own transportation and accommodation expenses.