

COSL

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 2015 First Extraordinary General Meeting

Number of Shares related to this proxy form	H Shares/A Shares*
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I(We) ^(Note 1) _____
of (address) _____ 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 2015 First Extraordinary General Meeting ("EGM") to be held at 10:00 a.m. (Beijing time) on 29 December 2015 (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.

AS ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
(1)	To consider and approve that COSL Norwegian AS, an overseas wholly-owned subsidiary of the Company, to obtain a loan, and the Company to provide a guarantee.			
(2)	To consider and approve the appointment of Mr. Cheng Chi as a non-executive director of the Company with immediate effect.			
(3)	To consider and approve the appointment of Mr. Wei Junchao as a supervisor of the Company with immediate effect.			
AS SPECIAL RESOLUTION		For	Against	Abstain
(4)	<p>To consider and approve the issue of domestic RMB debt financing instruments with an aggregate principal amount of equal to or no more than RMB10 billion in the next three years, which include but not limited to the following instruments: company bonds, corporate bonds, medium-term notes, short-term financing instruments; and to authorize the board of directors of the Company to handle all the matters with full authority in relation to the proposed issue of debt financing instruments, including but not limited to:</p> <p>(a) To authorize the board of directors to, in accordance with needs of the Company and by reference to market conditions, pursuant to laws and regulations, institute the proposal of issuing debt financing instruments (including but not limited to the size of issue, period and timing of the issue, interest rates, whether to issue in different stages and issue size in each stage, security-related matters, debt-servicing, debt guarantees, listing arrangements, listing venue, use of the proceeds and all matters relating to the issuance of debt financing instruments);</p> <p>(b) To authorize the board of directors to proceed with application, issuance, listing and servicing procedures of debt financing instruments, including but not limited to executing, performing, modifying and completing with all the necessary debt financing instruments related documents, contracts, agreements, and other information disclosure documents pursuant laws and regulations;</p> <p>(c) If there are any changes of the policy or market conditions regarding debt financing instruments, apart from issues requiring shareholders' vote pursuant relevant laws, regulations and the articles of association, to authorize the board of directors to adjust the proposal of debt financing instruments in accordance with the regulator's comments on specific issues;</p> <p>(d) The authority granted to the board of directors to deal with the above matters will take effect from the date of the passing of the resolution at the EGM until the earlier of (i) the expiration of a period of three years following the EGM, or (ii) the date when the issue size of domestic debt financing instruments reaches RMB10 billion authorized by this special resolution; and</p> <p>(e) To authorize the board of directors to delegate all or part of the relevant authority for issuing debt financing instruments to the management of the Company within the authority and period above.</p>			

Date: _____ 2015

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 INITIALED 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 EGM other than that referred to in the Notice convening the EGM. The share abstained will not be counted 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 EGM and voting in person if you so wish. In the event that you attend the EGM after having lodged this form of proxy, 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 on 8 December 2015 (Tuesday) are entitled to attend and vote at the EGM.
- (8) H shareholders who intend to attend the EGM must complete and return the reply slip for attending the EGM to the Company's Hong Kong registered office by facsimile or post no later than 7 December 2015 (Monday):
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 EGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the EGM. Where a shareholder has appointed more than one proxy to attend the EGM, 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 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 EGM in order for such documents to be valid. For holders of A Shares, the abovementioned documents must be delivered to the secretary office of the board of the Company before the above-mentioned time.
- (10) 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 & Clearing Corporation Limited after office hour on 7 December 2015 are entitled to attend the EGM. The Company's register of members will be closed from 8 December 2015 (Tuesday) to 28 December 2015 (Monday) (both days inclusive), during which time no transfer of shares will be registered. Transferees of H Shares who wish to attend the EGM 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 7 December 2015 (Monday) 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:
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 EGM. 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) The EGM is expected to last not more than one day. Shareholders or proxies attending the EGM are responsible for their own transportation and accommodation expenses.
- (13) The accumulative voting system will be adopted by the Company for the election of director(s) and supervisor(s) at the EGM.

* Please delete as appropriate