



中海油田服务股份有限公司
China Oilfield Services Limited

(Established in the People's Republic of China with limited liability)

(Stock Code: 2883)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders of China Oilfield Services Limited (the “**Company**”) will be held at 2:30 p.m. on Tuesday, 26 August 2008 at Room 504, CNOOC Building, No. 25 Chaoyangmenbei Dajie, Dongcheng District, Beijing, PRC, the People’s Republic of China, for the purpose of considering and, if thought fit, passing the following resolution of the Company:

SPECIAL RESOLUTION

“**THAT**

- (a) the making of the recommended voluntary cash tender offer by COSL Norwegian AS, an indirect wholly-owned subsidiary of the Company, to acquire all issued and outstanding shares in Awilco Offshore ASA, subject to the satisfaction of the conditions as set out in paragraph 2.5 of the Letter from the Company in the circular issued by the Company to its shareholders dated 22 July 2008 (the “**Circular**”) and on the terms outlined in the Circular (the “**Offer**”), including without limitation, the method of acquisition, the subject matter of the acquisition, the party to the acquisition, the offer price and the pricing basis, be and is hereby authorised and approved;
- (b) the board of directors of the Company (“**Director**”) and any one Director be and is hereby unconditionally and generally authorised to take any action and further actions on behalf of the Company it/he considers necessary, appropriate, desirable or expedient in connection with the Offer, including without limitation executing and delivering any and all agreements, documents and instruments, if any, to execute and/or perform all necessary and ancillary actions with respect to the Offer and to perfect the Offer, including without limitation making any amendments, revisions, supplements or waivers of any matters in relation to, in connection with or incidental to, the Offer which the board of Directors consider are in the interest of the Company, provided that such amendments, revisions, supplements or waivers shall not result in a material change to the material terms of the Offer, and to authorise the board of Directors to deal with any matters in connection with the financing of the Offer; and any and all past actions by the Directors which they may deem or have deemed in their sole discretion to be necessary with respect to any of the matters contemplated by this resolution be and are hereby authorised, approved and, to the extent necessary, ratified and confirmed;

(c) This resolution is valid for a period of twelve (12) months from the date of passing.”

Yours faithfully
By order of the Board
Chen Weidong
Company Secretary

Dated: 22 July 2008

Notes:

- (1) Holders of the Company’s overseas listed foreign invested shares (in the form of H Shares (“H Shares”)) whose names appear on the Company’s register of members maintained by Computershare Hong Kong Investor Services Limited on 5 August 2008 are entitled to attend and vote at the Extraordinary General Meeting.
- (2) Shareholders who intend to attend the Extraordinary General Meeting must complete and return the written replies for attending the Extraordinary General Meeting to the Company’s Hong Kong office by facsimile or post no later than 5 August 2008:

Address: 65/F, Bank of China Tower, 1 Garden Road, Hong Kong

Tel: (852) 2213 2500

Fax: (852) 2525 9322

- (3) Each Shareholder who has the right to attend and vote at the Extraordinary General Meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf. Where a Shareholder has appointed more than one proxy to attend the Extraordinary General Meeting, such proxies may only vote on a poll or a ballot. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized 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 authorized. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified. The power of attorney or other documents of authorization and proxy forms must be delivered to the Company’s Hong Kong office at 65/F., Bank of China Tower, 1 Garden Road, Hong Kong, no less than 24 hours before the time appointed for the holding of the Extraordinary General Meeting in order for such documents to be valid.
- (4) The Company’s register of members will be closed from 6 August 2008 to 26 August 2008 (both days inclusive), during which time no transfer of Shares will be registered. Transferees of H Shares who wish to attend the Extraordinary General 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 4:00 p.m. on 5 August 2008 for completion of the registration of the relevant transfer in accordance with the Articles of Association of the Company.

Address of Computershare Hong Kong Investor Services Limited is as follows:

46/F., Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

- (5) Shareholders or their proxies must present proof of their identities upon attending the Extraordinary General Meeting. Should a proxy be appointed, the proxy must also present copies of his/her proxy form, or copies of appointing instrument and power of attorney, if applicable.
- (6) Shareholders or their proxies attending the Extraordinary General Meeting are responsible for their own transportation and accommodation expenses.

As at the date of this notice, the executive directors of the Company are Mr. Fu Chengyu (Chairman and Non-executive Director), Mr. Yuan Guangyu (Executive Director), Mr. Li Yong (Executive Director), Mr. Wu Mengfei (Non-executive Director), Mr. Andrew Y. Yan (Independent Non-executive Director), Mr. Gordon C.K. Kwong (Independent Non-executive Director) and Simon X. Jiang (Independent Non-executive Director).