

ANTON OILFIELD SERVICES GROUP

(incorporated in the Cayman Islands with limited liability)

(the “Company” which together with its subsidiaries, the “Group”)

Terms of Reference for Nomination Committee (the “Committee”)

1. Constitution

- 1.1 The Committee is established pursuant to a resolution passed by the board of directors (the “Board”) of the Company at its meeting held on 17 November 2007.

2. Membership

- 2.1 The Committee members consist of not less than three in number, a majority of independent non-executive directors.
- 2.2 The Committee is chaired by the chairman of the Board or an independent non-executive director.
- 2.3 The members of the Committee shall be appointed and removed by resolutions passed by the Board from time to time.
- 2.4 The Committee should be established with specific written terms of reference which deal clearly with its authority and duties.
- 2.5 The Committee may from time to time appoint Board Secretary or any other person as the secretary of the Committee.

3. Frequency and proceedings of meeting

- 3.1 Regular meetings of the Committee shall be held at least once every year. Additional meetings shall be held as and when necessary.
- 3.2 All meetings of the Committee may be held by telephone or other electronic means.
- 3.3 Unless otherwise agreed by all the Committee members, a meeting shall be called in at least fourteen days’ notice. Notice shall be given to each Committee member in person orally or in writing. Notice of meeting shall state the purpose, time and venue of the meeting.
- 3.4 An agenda together with the documents which may be required to be considered by the Committee members for the purposes of the meeting shall be sent in full to all Committee members in a timely manner and in any event not less than 3 days before the intended date of the meeting of the Committee (or such other period as all the Committee members may agree).
- 3.5 The quorum of a meeting shall be two Committee members and a majority of which shall be the independent non-executive directors.

- 3.6 A member of the Committee must abstain from voting on any resolution of the Committee in which he or any of his associates (as defined in the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange")) has a material interest and shall not be counted towards the quorum of such a meeting at which the relevant resolution is considered by the Committee, unless the exceptions set out in the articles of association of the Company or note 1 to Appendix 3 of the Listing Rules apply.
- 3.7 Resolutions of the Committee shall be passed by a majority of votes of members of the Committee who are entitled to attend and vote at the meeting. Where the number of votes for and against a resolution is the same, the chairman of the Committee shall be entitled to cast an extra vote.
- 3.8 A resolution signed by all the Committee members shall be as valid and effectual as a resolution passed at a meeting of the Committee duly convened and held and may consist of several documents in like form each signed by one or more members.
- 3.9 A Committee member may not appoint any alternate.

4. Authority

- 4.1 The Committee should be provided by the Company with sufficient resources to perform its duties.
- 4.2 Where necessary, the Committee should seek independent professional advice and assistance, at the Company's expense, to perform its duties, responsibilities and functions.
- 4.3 The Committee have authority to obtain information which it deems necessary at the Company's expense to help it fulfill its duties.
- 4.4 The Committee have access to members of management and other employees to perform its duties.
- 4.5 The Committee should exercise such powers as the Committee may consider necessary and expedient so that their duties under section 5 below can be properly discharged.

5. Duties, responsibilities and functions

- 5.1 The Committee shall:-
- (a) review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, industry experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) make recommendation to the Board on the policy and procedures for the nomination of directors;
 - (c) identify individuals suitably qualified to become members of the Board and may select individuals nominated for directorship. In identifying suitable individuals, the Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
 - (d) assess the independence of independent non-executive directors;
 - (e) review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;

- (f) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive, taking into the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future;
 - (g) do any such things to enable the Committee to perform its duties, responsibilities and functions conferred on it by the Board; and
 - (h) consider other matters, as defined or assigned by the Board or contained in the articles of association of the Company or imposed by legislation from time to time.
- 5.2 The chairman of the Committee or in his absence, another member of the Committee, shall attend the annual general meeting of the Company to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

6. Records

- 6.1 Draft and final versions of the minutes of the Committee meetings should be sent to all Committee members for their comment and records within a reasonable time after the meeting.
- 6.2 Full minutes of the Committee meetings and written resolutions shall be kept by a duly appointed secretary of the meetings.

7. Reporting procedures

- 7.1 The Committee should report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the chairman of the Committee shall report the Committee's findings and any matters related to nomination of directors and make appropriate recommendations.

8. Publication of the terms of reference

- 8.1 The terms of reference of the Committee shall be posted on the websites of the Company and the Stock Exchange, and shall be made available on request.

29 August 2013