

**ANTON OILFIELD SERVICES GROUP**  
*(incorporated in the Cayman Islands with limited liability)*  
(the “Company” which together with its subsidiaries, the “Group”)

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**Terms of Reference for  
ESG Committee  
(the Committee”)**

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**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 20 May 2020.
- 1.2 The Committee is responsible for providing guidance and recommendation for the ESG(Environment, Society and Governance) strategy of the Group.

**2. Membership**

- 2.1 The Committee must comprise a minimum of three members.
- 2.2 The members of the Committee shall be appointed and removed by resolutions passed by the Board from time to time.
- 2.3 If a board member ceases to serve as a director of the company, he will automatically lose his membership.
- 2.4 The committee shall prepare designated terms of reference, which clearly listing its powers and responsibilities.
- 2.5 The committee may appoint the secretary of the board of directors or any other person as the secretary of the committee from time to time.

**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 seven 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 thirds of the Committee members.
- 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.

- 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 is authorized by the board of directors to seek independent professional advice and assistance to perform its duties, responsibilities and functions when deemed necessary by the board of directors. The expenses shall be paid by the company.
- 4.2 The Committee should be given sufficient resources to perform its duties.
- 4.3 The Committee has the right to obtain information it deems necessary to perform its duties, and the company shall pay for the expenses.
- 4.4 The Committee can contact company management and other employees to perform its duties.

#### **5. Duties, responsibilities and functions**

- 5.1 The Committee shall perform its duties including but not limited to:
  - (a) To assist the Board to review and evaluate the current status of the Group's environmental, social and governance performance;
  - (b) To make recommendations to the Board in respect of matters potentially affecting the Group's environmental, social and governance standards and the Group's environmental, social and governance policy formulation and system establishment;
  - (c) To assist the Board to supervise the implementation of the Group's environmental, social and governance policies;
  - (d) To evaluate and review the ESG report, and be responsible for submitting the reviewed report to the Board to ensure the Board's full participation in ESG governance and report disclosure.
- 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.
- 5.3 The members of the committee suggests that they should attend the company's annual general meeting.

#### **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 that may significantly impact on the ESG condition or affairs of the business and make appropriate recommendations.

20 May 2020