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安東油田服務集團
Anton Oilfield Services Group

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3337)

PROPOSALS FOR

**THE REFRESHMENT OF THE GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,**

RE-ELECTION OF RETIRING DIRECTORS,

AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Anton Oilfield Services Group to be held at No.8 Pingcui West Road, Donghuqu Chaoyang District, Beijing, China on Monday, 16 May 2011 at 10 a.m. is set out on pages 17 to 25 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting if they so wish.

11 April 2011

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the followings meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at No.8 Pingcui West Road, Donghuqu, Chaoyang District, Beijing, China on Monday, 16 May 2011 at 10 a.m. or any adjournment thereof, the notice of which is set out on pages 17 to 25 of this circular
“Articles of Association”	the revised articles of association of the Company, adopted on 17 November 2007 and as amended from time to time
“Board”	the board of directors of the Company
“Cayman Companies Law”	the Companies Law (2010 Revision) of the Cayman Islands as consolidated and revised from time to time
“Company”	Anton Oilfield Services Group, a company incorporated in the Cayman Islands on 3 August 2007 as an exempted company with limited liability
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 April 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange
“Proposed Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase shares not exceeding 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the Proposed Repurchase Mandate
“Securities and Future Ordinance”	the Securities and Futures Ordinance of Hong Kong, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the capital of the Company

DEFINITIONS

“Shareholder(s)” or “Member(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



安東油田服務集團
Anton Oilfield Services Group

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3337)

Executive Directors:

Mr. Luo Lin
Mr. Ma Jian
Mr. Wu Di

Registered office:

PO Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

Independent non-executive Directors:

Mr. Zhang Yongyi
Mr. Zhu Xiaoping
Mr. Wang Mingcai

Principal place of business in

Hong Kong:
Unit 2109 Cosco Tower
183 Queen's Road Central
Hong Kong

11 April 2011

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
THE REFRESHMENT OF THE GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this document is to provide Shareholders with the Notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: i) the grant to the Directors of general mandates to issue Shares and repurchase Shares, ii) the re-election of the retiring Directors, and iii) the amendments to the memorandum and articles of association of the Company.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility for the Company to issue new Shares, an ordinary resolution no. 5(A) will be proposed at the Annual General Meeting to grant to the Directors a general mandate to exercise the powers of the Company to allot and issue new shares in the share capital of the Company of up to 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 2,094,480,000 Shares. Subject to the passing of ordinary resolution no. 5(A) and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to issue a maximum of 418,896,000 Shares. In addition, subject to a separate approval of the ordinary resolution no. 5(C), the number of Shares purchased by the Company under ordinary resolution no. 5(B) will also be added to the 20 per cent general mandate as mentioned in the ordinary resolution no. 5(A). The Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to such general mandate.

GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution in relation to such Proposed Repurchase Mandate.

An explanatory statement required by the Listing Rules in connection with the Proposed Repurchase Mandate is set out in Appendix II to this document. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 130 of the Articles of Association and the letters of appointment for all independent non-executive Directors of the Company, Mr. Luo Lin, Mr. Ma Jian, Mr. Zhang Yongyi, Mr. Zhu Xiaoping and Mr. Wang Mingcai being eligible, have offered themselves for re-election at the Annual General Meeting.

Details of the above named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this document in accordance with the relevant requirements of the Listing Rules.

AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the amended Rule 2.07A of the Listing Rules relating to the use of electronic means or website for communication with shareholders which became effective on 1 January 2009, the Board proposes that certain amendments to be made to the relevant provisions of the Company's memorandum and articles of association to conform to such amendments to the Listing Rules.

LETTER FROM THE BOARD

The proposed amendments to the Company's memorandum and articles of association are: (1) to enable the Company to send or supply the corporate communication (as defined in the Listing Rules) to the Shareholders using electronic means or by making them available on the Company's website in satisfaction of the Company's obligation to send a printed copy thereof to the Shareholders to the extent permitted under the Listing Rules and the Company's constitutional documents; and (2) to exclude the application of Section 8 of the Electronics Transactions Law of the Cayman Islands so that the Company can take advantage of the delivery by electronic means as allowed under the Listing Rules to the fullest extent.

Additional amendments will also be proposed to update all references of the Cayman Companies Law (2007 Revision) in the memorandum and articles of association of the Company to "Cayman Companies Law (2010 Revision)", which came into effect in July 2010.

The full text of the proposed amendments is set out in Appendix III of this document and also in the proposed special resolution numbered 6 in the notice of the Annual General Meeting as contained in this document.

DECLARATION OF DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

As mentioned in the final results announcement of the Company dated 20 March 2011, it was the intention of the Board to recommend a dividend to be paid out of the share premium account of the Company of RMB0.0188 per share in respect of the year ended 31 December 2010, totaling RMB39.4 million, which is subject to the approval of Shareholders at the Annual General Meeting and compliance with the Cayman Companies Law.

Under Section 34(2) of the Cayman Companies Law, the share premium account may be applied by a company paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to the dividend, the Company shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the dividend is proposed to be paid.

The register of members will be closed from Monday, 9 May 2011 to Monday, 16 May 2011, both days inclusive, during which period no share transfers can be registered. In order to be entitled to the payment of dividend and eligible for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 6 May 2011.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 17 to 25 of this circular is the Notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve i) the grant to the Directors of general mandates to issue Shares and repurchase Shares, ii) the re-election of the retiring Directors, and iii) a special resolution will also be proposed to Shareholders to consider and approve the amendments to the Company's memorandum and articles of association.

LETTER FROM THE BOARD

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the Notice of Annual General Meeting be taken by way of poll pursuant to Article 90 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the general mandate to issue Shares, the Proposed Repurchase Mandate, the re-election of the retiring Directors and the amendments to the Company's memorandum and articles of association are in the interests of the Group as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
Anton Oilfield Services Group
Luo Lin
Chairman

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

Save as disclosed herein for Mr. Zhu Xiaoping and Mr. Wang Mingcai, no other Director holds any directorships in other listed public companies in the last three years.

Save as disclosed herein, no other Director has any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

In addition, there is no other matter that needs to be brought to the attention of the Shareholders of the Company and there is no information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Director candidates

Luo Lin (羅林), aged 44, is the Chairman and Executive Officer and the founder of the Group and is responsible for the overall strategy of the Group. Prior to establishing the Group, Mr. Luo worked at the Tarim Basin and was the Deputy General Manager of a subsidiary of the Southwest Petroleum Bureau (西南石油局) responsible for marketing from 1992 to 1999. Mr. Luo has 19 years of experience in the petroleum industry. He has an Executive Master of Business Administration (EMBA) degree from Tsinghua University and a bachelor degree in well bore engineering from Southwest Petroleum Institute (西南石油學院). Mr. Luo is also qualified as a lawyer and a chartered accountant in the PRC.

Mr. Luo has entered into a service contract with the Company for a term of 3 years commencing from 17 November 2010, which may be terminated by not less than 3 months' notice in writing served by either party on the other. Mr. Luo is entitled to receive emoluments of RMB1.495 million per annum as determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

As at the Latest Practicable Date, Mr. Luo was interested, indirectly through Pro Development Holdings Corp., the controlling Shareholder of the Company, in 689,146,150 Shares and interested in the share options of 2,080,000 Shares granted under the share option scheme, within the meaning of Part XV of the Securities and Futures Ordinance.

Ma Jian (馬健), aged 43, is an Executive Director of the Company. Mr. Ma joined the Group in 2002. He is responsible for marketing in the overseas market. He was responsible for business development of the Group in the early stage and marketing in the domestic market and various management operation. Prior to joining the Group, Mr. Ma worked at Halliburton China from 2000 to 2002 as a well bore Projects Manager. From 1991 to 1999, he worked as a Petroleum Engineer at the drilling company in Jiangnan Oilfield (江漢油田鑽井工程處), and has 20 years of experience in the petroleum industry. Mr. Ma is completing the doctoral degree at the China University of Petroleum and is a guest professor at Yangtze University (長江大學). Mr. Ma has a master degree in business administration from the Huazhong University of Science and Technology (華中科技大學) and a bachelor degree in well bore engineering from Jiangnan Petroleum Institute (江漢石油學院).

Mr. Ma has entered into a service contract with the Company for a term of 3 years commencing from 17 November 2010, which may be terminated by not less than 3 months' notice in writing served by either party on the other. Mr. Ma is entitled to receive emoluments of RMB1.144 million per annum as determined by the Board with reference to his job responsibility, prevailing market rate together with discretionary bonus based on his performance.

As at the Latest Practicable Date, Mr. Ma was interested in 87,850,550 Shares and interested in the share options of 2,000,000 Shares granted under the share option scheme, within the meaning of Part XV of the Securities and Futures Ordinance.

Zhang Yongyi (張永一), aged 75, is an Independent Non-executive Director of the Company. Mr. Zhang has extensive experience in the petroleum industry. Mr. Zhang was appointed as the Deputy General Manager of China National Petroleum Corporation in 1992. Prior to this, he had taught in the Southwest Petroleum Institute (西南石油學院) for more than 31 years. Mr. Zhang was appointed as Chairman of the Supervisory Committee for State-owned Large and Medium Enterprises (國有大中型企業監事會主席) in 2000 and appointed by the State Council of the PRC as inspector (國務院稽察特派員) in 1998.

The appointment of Mr. Zhang will be renewed by the Board on 16 May 2011, subject to the Shareholders' approval in the Annual General Meeting, for a term commencing from 16 May 2011 until the next following annual general meeting, which is subject to the re-election in a general meeting and may be terminated by not less than 3 months' notice in writing served by either party on the other. Mr. Zhang is entitled to receive emoluments of RMB360,000 per annum as determined by the Board with reference to the prevailing market rate.

As at the Latest Practicable Date, Mr. Zhang was interested in the share options of 2,000,000 Shares granted under the share option scheme, pursuant to Part XV of the Securities and Futures Ordinance.

Zhu Xiaoping (朱小平), aged 62, is an Independent Non-executive Director of the Company. Mr. Zhu has extensive experience in corporate finance and is currently an Accounting Professor of the Renmin University of China (中國人民大學). He has served as the Director of the China Accounting Society (中國會計學會理事) and Director of the China Auditing Society (中國審計學會理事). Mr. Zhu is also a Director of Beijing Wandong Medical Company Limited (北京萬東醫療設備股份有限公司), Heilongjiang Agriculture Company Limited (黑龍江北大荒農業股份有限公司), Tibet Rhodiola Pharmaceutical Holding Company Limited (西藏諾迪康藥業股份有限公司), all of which are listed on the Shanghai Stock Exchange, and Yotrio Group Co., Ltd (浙江永強股份有限公司), which is listed on the Shenzhen Stock Exchange. Mr. Zhu is also an Independent Non-executive Director of Sanmenxia Tian Yuan Aluminum Company Limited (三門峽天元鋁業股份有限公司) (Stock Code: 8253), a company listed on the Growth Enterprise Market of the Stock Exchange.

Mr. Zhu was an independent director of (i) HIT Shouchuang Technology Co., Ltd. (哈工大首創科技股份有限公司), a company listed on the Shanghai Stock Exchange, between 2001 and 2005; (ii) Shenzhen Capstone Industrial Co., Ltd. (深圳大通實業股份有限公司), a company listed on the Shenzhen Stock Exchange, between 2003 and 2006, and (iii) Suntime International Vine Co., Ltd. (新天國際貿易股份有限公司), a company listed on the Shanghai Stock Exchange, between 2003 and 2004.

The appointment of Mr. Zhu will be renewed by the Board on 16 May 2011, subject to the Shareholders' approval in the Annual General Meeting, for a term commencing from 16 May 2011 until the next following annual general meeting, which is subject to the re-election in a general meeting and may be terminated by not less than 3 months' notice in writing served by either party on the other. Mr. Zhu is entitled to receive emoluments of RMB360,000 per annum as determined by the Board with reference to the prevailing market rate.

As at the Latest Practicable Date, Mr. Zhu was interested in the share options of 1,500,000 Shares granted under the share option scheme, pursuant to Part XV of the Securities and Futures Ordinance.

Wang Mingcai (王明才), aged 66, is an Independent Non-executive Director of the Company. Mr. Wang has extensive experience in the petroleum industry, and is the General Manager and Chairman of the board of directors of Sino-U.S. Oil Development Corporation (中美石油開發公司). Mr. Wang has previously worked as the Vice Chief Engineer of Exploring and Development Bureau of China National Petroleum Company (中國石油天然氣總公司). He also held positions such as Vice General Manager of China National Oil & Gas Exploration and Development Corporation (中國石油天然氣地探開發公司), President of CNPC Venezuela Corporation (中油國際委內瑞拉公司), Executive Director of CNPC (Hong Kong) Limited (中國(香港)石油有限公司) (Stock Code: 0135), a company that has been listed on the Main Board of the Stock Exchange since 2001.

The appointment of Mr. Wang will be renewed by the Board on 16 May 2011, subject to the Shareholders' approval in the Annual General Meeting, for a term commencing from 16 May 2011 until the next following annual general meeting, which is subject to the re-election in a general meeting and may be terminated by not less than 3 months' notice in writing served by either party on the other. Mr. Wang is entitled to receive emoluments of RMB360,000 per annum as determined by the Board with reference to the prevailing market rate.

As at the Latest Practicable Date, Mr. Wang was interested in the share options of 1,600,000 Shares granted under the share option scheme, pursuant to Part XV of the Securities and Futures Ordinance.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,094,480,000 Shares of nominal value of HK\$0.10 each. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 209,448,000 Shares which represent 10 per cent of the issued share capital of the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the Articles of Association or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Law. The Cayman Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Cayman Companies Law.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2010, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, if the Proposed Repurchase Mandate is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Proposed Repurchase Mandate is exercised.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Proposed Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Pro Development Holdings Corp., was interested in approximately 32.90 per cent of the existing issued share capital of the Company. In the event that the Directors should exercise in full the Proposed Repurchase Mandate, the shareholding of Pro Development Holdings Corp. in the Company will be increased to approximately 36.56 per cent of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent it will trigger the obligations under the Takeovers Code for Pro Development Holdings Corp. to make a mandatory offer.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2010		
April	0.88	0.73
May	0.83	0.65
June	0.77	0.67
July	0.79	0.69
August	0.82	0.75
September	0.80	0.75
October	0.82	0.77
November	0.83	0.74
December	0.81	0.76
2011		
January	1.07	0.79
February	1.19	0.97
March	1.40	1.09
April (up to the Latest Practicable Date)	1.48	1.29

The following is the proposed amendments to the Company's memorandum and articles of association.

- (a) By deleting the phrase “(2007 Revision)” and substituting therefor “(2010 Revision)” in the heading on page 1 of the memorandum of association of the Company, and in paragraph 4 and 6 of the memorandum of association of the Company.

- (b) By deleting the existing paragraph 7 of the memorandum of association of the Company and substituting therefor with the following:

“If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law (2010 Revision) and, subject to the provisions of the Companies Law (2010 Revision) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.”

- (c) By deleting the phrase “Companies Law (2007 Revision)” and substituting therefor “Companies Law (2010 Revision)” in the heading on page 1 of the articles of association of the Company.

- (d) By adding the new entries in the following form to Article 2:

“Corporate Communication	“Corporate Communication” shall mean any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditor’s report, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form, within the meaning ascribed thereto under the Listing Rules;”
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“Electronic Transactions Law	“Electronic Transactions Law” means the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;”
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“electronic means	“electronic means” shall include sending or otherwise making available to the intended recipients of the communication in electronic format;”
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“published on the
Exchange’s website

“published on the Exchange’s website” means published
in English and Chinese on the Exchange’s website in
accordance with the Listing Rules;”

“Section 8 of the Electronic
Transactions Law

Section 8 of the Electronic Transactions Law shall not
apply;”

- (e) By deleting the phrase “(2007 Revision)” and substituting therefor “(2010 Revision)” in the
definition of “the Companies Law/the Law” in Article 2.

- (f) By deleting the definition of “electronic” in Article 2 in its entirety and substituting
therefor with the following:

“electronic

“electronic” shall have the meaning given to it in the
Electronic Transactions Law;”

- (g) By deleting the existing Article 23 in its entirety and substituting therefor with the
following:

“23 The register may, on the Company giving at least 14 days’ notice published on the
Exchange’s website, or, subject to the Listing Rules, by electronic communication in
the manner in which notices may be served by the Company by electronic means as
herein provided or by advertisement published in the newspapers, be closed at such
times and for such periods as the Board may from time to time determine, either
generally or in respect of any class of shares, provided that the register shall not be
closed for more than 30 days in any year (or such longer period as the members may
by ordinary resolution determine provided that such period shall not be extended
beyond 60 days in any year). The Company shall, on demand, furnish any person
seeking to inspect the register or part thereof which is closed by virtue of this Article
with a certificate under the hand of the Secretary stating the period for which, and by
whose authority, it is closed.”

- (h) By deleting the existing Article 37 in its entirety and substituting therefor with the
following:

“Notice of call may be
served by electronic means
or published in newspapers

37. “In addition to the giving of notice in accordance
with Article 35, notice of the person appointed to
receive payment of every call and of the times and
places appointed for payment may be given to the
members affected by notice published on the
Exchange’s website, or, subject to the Listing
Rules, by electronic communication in the manner
in which notices may be served by the Company by
electronic means as herein provided or by
advertisement published in the newspapers.”

- (i) By deleting the existing Article 53 in its entirety and substituting therefor with the following:

“The registration of transfers may, on the Company giving at least 14 days’ notice by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register may, subject to the requirements in Article 23, be closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year).”

- (j) By deleting the existing Article 209 in its entirety and substituting therefor by the following:

“Except as otherwise provided in these Articles, any Corporate Communication may be served by the Company or by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means, including but not limited to electronic mail number or address or website supplied by the member to the Company or by making it available for examination by the member using electronic means, including the posting of such notice or document on the Company’s websites or web pages, provided that if any such notice or document is to be sent or made available to any member by using electronic means, the Company and the Board must first have received from the relevant member (a) a written confirmation or (b) the member’s deemed consent, in the manner specified in the Listing Rules that the member wants to receive or to have made available to him such notice or document by the electronic means that the Company and the Board have suggested or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”

- (k) By deleting the existing Article 211 in its entirety and substituting therefor with the following:

“A member shall be entitled to have notice served on him at any address within Hong Kong. The Company shall give notice sufficient to enable members, whose registered addresses are in Hong Kong, to exercise their rights or comply with the terms of the notice. Any member who has not given an express positive confirmation in writing to the Company or is not deemed to have given an express confirmation in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which

for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 211 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.”

- (1) By adding the following at the end of Article 212:

“Any notice or document sent or made available by using electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.”

NOTICE OF ANNUAL GENERAL MEETING



安東油田服務集團
Anton Oilfield Services Group

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3337)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Anton Oilfield Services Group (the “Company”) will be held at No.8 Pingcui West Road, Donghuqu Chaoyang district, Beijing, China on Monday, 16 May 2011 at 10 a.m. for the following purposes:

Ordinary business

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2010.
2. To declare a final dividend for the year ended 31 December 2010.
3. To re-elect the retiring directors and authorise the board of directors to fix the remuneration of the directors.
4. To re-appoint PricewaterhouseCoopers as auditors and authorise the board of directors to fix their remuneration.

Special business

5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) “**That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the aggregate nominal amount of share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly;

- (iv) for the purpose of this resolution:
 - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

 - (b) “Rights Issue” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as

NOTICE OF ANNUAL GENERAL MEETING

the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“That:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Repurchases and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

(C) **“That** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the said resolutions.”

6. To consider and, if thought fit, pass the following resolution as special resolution:

“THAT:

(A) the existing memorandum and articles of association of the Company be and are hereby amended in the following manner:

(a) By deleting the phrase “(2007 Revision)” and substituting therefor “(2010 Revision)” in the heading on page 1 of the memorandum of association of the Company, and in paragraph 4 and 6 of the memorandum of association of the Company.

(b) By deleting the existing paragraph 7 of the memorandum of association of the Company and substituting therefor with the following:

“If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law (2010 Revision) and, subject to the provisions of the Companies Law (2010 Revision) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.”

(c) By deleting the phrase “Companies Law (2007 Revision)” and substituting therefor “Companies Law (2010 Revision)” in the heading on page 1 of the articles of association of the Company.

NOTICE OF ANNUAL GENERAL MEETING

- (d) By adding the new entries in the following form to Article 2:

“Corporate Communication	“Corporate Communication” shall mean any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditor’s report, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form, within the meaning ascribed thereto under the Listing Rules;”
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“Electronic Transactions Law	“Electronic Transactions Law” means the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;”
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“electronic means	“electronic means” shall include sending or otherwise making available to the intended recipients of the communication in electronic format;”
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“published on the Exchange’s website	“published on the Exchange’s website” means published in English and Chinese on the Exchange’s website in accordance with the Listing Rules;”
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“Section 8 of the Electronic Transactions Law	Section 8 of the Electronic Transactions Law shall not apply;”
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- (e) By deleting the phrase “(2007 Revision)” and substituting therefor “(2010 Revision)” in the definition of “the Companies Law/the Law” in Article 2.

- (f) By deleting the definition of “electronic” in Article 2 in its entirety and substituting therefor with the following:

“electronic	“electronic” shall have the meaning given to it in the Electronic Transactions Law;”
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NOTICE OF ANNUAL GENERAL MEETING

- (g) By deleting the existing Article 23 in its entirety and substituting therefor with the following:

“23 The register may, on the Company giving at least 14 days’ notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed.”

- (h) By deleting the existing Article 37 in its entirety and substituting therefor with the following:

“Notice of call may be served by electronic means or published in newspapers

37. “In addition to the giving of notice in accordance with Article 35, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.”

- (i) By deleting the existing Article 53 in its entirety and substituting therefor with the following:

“The registration of transfers may, on the Company giving at least 14 days’ notice by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register may, subject to the requirements in Article 23, be closed at such times for such periods as the Board may from time to time determine, provided always that such

NOTICE OF ANNUAL GENERAL MEETING

registration shall not be suspended or the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year).”

- (j) By deleting the existing Article 209 in its entirety and substituting therefor by the following:

“Except as otherwise provided in these Articles, any Corporate Communication may be served by the Company or by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means, including but not limited to electronic mail number or address or website supplied by the member to the Company or by making it available for examination by the member using electronic means, including the posting of such notice or document on the Company’s websites or web pages, provided that if any such notice or document is to be sent or made available to any member by using electronic means, the Company and the Board must first have received from the relevant member (a) a written confirmation or (b) the member’s deemed consent, in the manner specified in the Listing Rules that the member wants to receive or to have made available to him such notice or document by the electronic means that the Company and the Board have suggested or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”

- (k) By deleting the existing Article 211 in its entirety and substituting therefor with the following:

“A member shall be entitled to have notice served on him at any address within Hong Kong. The Company shall give notice sufficient to enable members, whose registered addresses are in Hong Kong, to exercise their rights or comply with the terms of the notice. Any member who has not given an express positive confirmation in writing to the Company or is not deemed to have given an express confirmation in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that,

NOTICE OF ANNUAL GENERAL MEETING

without prejudice to the other provisions of these Articles, nothing in this Article 211 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.”

- (I) By adding the following at the end of Article 212:

“Any notice or document sent or made available by using electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.”

- (B) the memorandum and articles of association of the Company contained in the printed document, a copy of which has been produced to the meeting marked “A” and has been signed by the Chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for the existing memorandum and articles of association of the Company; and
- (C) any director or the company secretary of the Company be authorized to do all such acts as he deems fit to effect the amendments and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations in the Cayman Islands and Hong Kong and the Listing Rules.”

By order of the Board of the Directors
Anton Oilfield Services Group
LUO Lin
Chairman

Hong Kong, 11 April 2011

Registered office:
PO Box 309, Uglund House
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business in Hong Kong:
Unit 2109 Cosco Tower
183 Queen’s Road Central
Hong Kong

Notes:

- (i) Resolution numbered 5(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 5(A) and 5(B) are passed by the shareholders.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members will be closed from Monday, 9 May 2011 to Monday, 16 May 2011, both days inclusive, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 6 May 2011.
- (vi) In respect of ordinary resolution numbered 3 above, Mr. Luo Lin, Mr. Ma Jian, Mr. Zhang Yongyi, Mr. Zhu Xiaoping and Mr. Wang Mingcai shall retire and being eligible, offered themselves for re-election at the above meeting. Details of the above directors are set out in Appendix I to the accompanied circular dated 11 April 2011.
- (vii) In respect of the ordinary resolution numbered 5(A) above, the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 5(B) above, the directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders. The Explanatory Statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 11 April 2011.

As at the date of this notice, the executive Directors of the Company are Mr. Luo Lin, Mr. Ma Jian and Mr. Wu Di; and the independent non-executive Directors are Mr. Zhang Yongyi, Mr. Zhu Xiaoping and Mr. Wang Mingcai.