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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 DECLARATION OF FINAL DIVIDEND,
THE REFRESHMENT OF THE GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
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, 3 June 2013 at 9 a.m. is set out on pages 14 to 18 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.

30 April 2013

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following 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, 3 June 2013 at 9 a.m. or any adjournment thereof, the notice of which is set out on pages 14 to 18 of this circular
“Articles of Association”	the revised articles of association of the Company, adopted on 16 May 2011 and as amended from time to time
“Board”	the board of directors of the Company
“Cayman Companies Law”	the Companies Law (2012 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, whose Shares are listed on the main board of the Stock Exchange
“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”	25 April 2013, 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. WU Di
Mr. LIU Enlong

Non-executive Directors:

Mr. Jean Francois POUPEAU

Independent non-executive Directors:

Mr. ZHANG Yongyi
Mr. ZHU Xiaoping
Mr. WANG Mingcai

Registered office:

PO Box 309, Uglan 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

30 April 2013

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR DECLARATION OF FINAL DIVIDEND,
THE REFRESHMENT OF THE GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
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 declaration of final dividend.

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 2,151,098,655 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 430,219,731 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, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company.

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, the executive Director, Mr. Wu Di, being eligible, has offered himself for re-election at the Annual General Meeting.

In accordance with Article 114 of the Articles of Association, the non-executive Director, Mr. Jean Francois Poupeau, being eligible, has offered himself for re-election at the Annual General Meeting.

In accordance with the letters of appointment for all independent non-executive Directors, Mr. Zhang Yongyi, Mr. Zhu Xiaoping and Mr. Wang Mingcai, being eligible, have offered themselves for re-election at the Annual General Meeting.

Mr. Zhang Yongyi, Mr. Zhu Xiaoping and Mr. Wang Mingcai, being independent non-executive Directors, have made confirmations of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Zhang Yongyi, Mr. Zhu Xiaoping and Mr. Wang Mingcai meet the

LETTER FROM THE BOARD

independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. In addition, the Board is satisfied that each of Mr. Zhang Yongyi, Mr. Zhu Xiaoping and Mr. Wang Mingcai is a person of integrity and stature, independent in character and judgment. Each of them is independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of his independent judgment. Consequently, the Board recommends the re-election of them as independent non-executive directors 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.

DECLARATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

As mentioned in the final results announcement of the Company dated 15 March 2013, it was the intention of the Board to recommend a final dividend to be paid out of the share premium account of the Company of RMB0.0456 per share in respect of the year ended 31 December 2012, totaling RMB97.6 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 of the Company will be closed from Thursday, 30 May 2013 to Monday, 3 June 2013, both days inclusive, during which period no share transfers can be registered. In order to be 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, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 29 May 2013.

The register of members of the Company will be closed from Friday, 7 June 2013 to Monday, 10 June 2013, both days inclusive, during which period no share transfers can be registered. In order to be entitled to the payment of final dividend upon passing on ordinary resolution no. 2, 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 Thursday, 6 June 2013.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 14 to 18 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, and ii) the re-election of the retiring Directors.

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.

LETTER FROM THE BOARD

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, and the re-election of the retiring Directors and the declaration of final dividend 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, none of the following Directors holds any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed herein, none of the following Directors holds any other positions with the Company and its subsidiaries.

Save as disclosed herein, none of the following Directors 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

WU Di (吳迪), aged 46, is an Executive Director of the Company. Mr. Wu joined the Group in 2010. He is responsible for strategic marketing of the Group. Prior to joining the Group, Mr. Wu was employed by China National Petroleum Corporation (“CNPC”) between 1990 and 2010 and was appointed as the Chief Geologist of the Development Business Department of Tarim Oilfield Company (塔里木油田分公司) and the Director of its Development Department. He has more than 23 years of experience in the petroleum industry. Mr. Wu has a master’s degree in oil and gas field development engineering from China University of Petroleum, Beijing and a bachelor’s degree in oil reservoir engineering from Southwest Petroleum Institute (西南石油學院), and is also a senior engineer with professorship.

Mr. Wu has entered into an written service contract with the Company under which he will act as an executive director of the company for a term of 3 years commencing from 22 March 2010, and will be renewed by end of April 2013 for a term of 3 years, which may be terminated by not less than 3 months’ notice in writing served by either party on the other. Mr. Wu is entitled to receive emoluments of RMB1,080,000 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. Wu was interested in share options granted under the share option scheme of the Company with the right to subscribe for 2,034,000 Shares. Save as disclosed, Mr. Wu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Jean Francois POUPEAU, aged 51, has over 27 years of oilfield services and drilling experiences in the global oilfield services industry. After obtaining a bachelor degree in Geology from the Tulane University of New Orleans, U.S.A. in 1983, and a master's degree in Petroleum Engineering from the same university in 1985, Mr. Poupeau joined Schlumberger Limited ("Schlumberger"), the world's leading oilfield services company. Mr. Poupeau held various management positions with Schlumberger. From July 2007 to May 2010, Mr. Poupeau was President of the Drilling and Measurements business segment of Schlumberger and from May 2010 to April 2012, Mr. Poupeau was the President of the Drilling Group of Schlumberger. Mr. Poupeau is currently an Executive Vice President of Schlumberger. Schlumberger is a substantial shareholder of the Company holding approximately 19.68% of the issued share capital of the Company as at the Latest Practicable Date.

Mr. Poupeau has entered into a letter of appointment with the Company under which he will act as a non-executive director of the Company for a period of 3 years with effect from 21 January 2013, subject to retirement by rotation at the annual general meeting of the Company in accordance with the Company's articles of association. The Company has plan to offer Mr. Poupeau annual director's fee for his act as a non-executive director, with reference to the prevailing market rate and emoluments of the company's other directors.

Save as disclosed above, there is no other benefit being provided to Mr. Poupeau for his directorship in the Company and Mr. Poupeau does not hold any other positions with any members of the Group and has no other relationships with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Poupeau does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Poupeau has not been a director of any other listed companies in the three years immediately preceding his appointment.

ZHANG Yongyi (張永一), aged 77, 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 3 June 2013, subject to the Shareholders' approval in the Annual General Meeting, for a term commencing from 3 June 2013 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 RMB430,000 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 share options granted under the share option scheme of the Company with the right to subscribe for 1,500,000 Shares. Save as disclosed, Mr. Zhang does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

ZHU Xiaoping (朱小平), aged 64, 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 Heilongjiang Agriculture Company Limited (黑龍江北大荒農業股份有限公司) (stock code: 600598.SH), Tibet Rhodiola Pharmaceutical Holding Company Limited (西藏諾迪康藥業股份有限公司) (stock code: 600211.SH), China Resources Double-crane Pharmaceutical Co. Ltd. (華潤雙鶴藥業股份有限公司) (stock code: 600062.SH) 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) (stock code: 002489.SZ), which is listed on the Shenzhen Stock Exchange.

The appointment of Mr. Zhu will be renewed by the Board on 3 June 2013, subject to the Shareholders' approval in the Annual General Meeting, for a term commencing from 3 June 2013 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 RMB430,000 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 share options granted under the share option scheme of the Company with the right to subscribe for 1,000,000 Shares. Save as disclosed, Mr. Zhu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

WANG Mingcai (王明才), aged 68, 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 (中國石油天然氣勘探開發公司), 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 3 June 2013, subject to the Shareholders' approval in the Annual General Meeting, for a term commencing from 3 June 2013 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 RMB430,000 per annum as determined by the Board with reference to the prevailing market rate.

As at the Latest Practicable Date, Mr. Wang has interested in 150,000 shares of the Company and was interested in share options granted under the share option scheme of the Company with the right to subscribe for 1,250,000 Shares. Save as disclosed, Mr. Wang does not have any interest in the shares of the Company within the meaning of 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 2,151,098,655 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 215,109,866 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.

Saved as the Company has established a regular mechanism on share repurchase with an objective to offset the dilution caused by its stock-based compensation scheme, 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 2012, 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 32.40 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 36.00 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 Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that it will trigger the obligations under the Takeovers Code for Pro Development Holdings Corp. to make a mandatory general 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

The Company has purchased a total of 2,124,000 Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date and details of which are as follows:

Date of repurchase	Number of Shares repurchased	Highest price paid per share <i>HK\$</i>	Lowest price paid per share <i>HK\$</i>
19 March 2013	104,000	5.02	5.02
20 March 2013	220,000	5.00	4.98
5 April 2013	<u>1,800,000</u>	5.01	5.00
	<u><u>2,124,000</u></u>		

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>
2012		
April	1.33	1.11
May	1.25	1.13
June	1.33	1.12
July	1.73	1.27
August	1.69	1.37
September	2.03	1.55
October	2.45	1.73
November	3.22	2.23
December	4.14	2.87
2013		
January	4.40	3.26
February	4.50	3.56
March	5.68	4.30
April (up to the Latest Practicable Date)	6.16	4.78

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, 3 June 2013 at 9 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 2012.
2. To declare a final dividend for the year ended 31 December 2012.
3. (a) To re-elect the following persons as directors of the Company:
 - (i) Mr. WU Di as an executive director.
 - (ii) Mr. Jean Francois POUPEAU as a non-executive director.
 - (iii) Mr. ZHANG Yongyi as an independent non-executive director.
 - (iv) Mr. ZHU Xiaoping as an independent non-executive director.
 - (v) Mr. WANG Mingcai as an independent non-executive director.
- (b) To 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.

NOTICE OF ANNUAL GENERAL MEETING

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;
- (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;

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(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 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

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(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.”

(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.”

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

Hong Kong, 30 April 2013

Registered office:
PO Box 309, Ugland 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.

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- (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.
- (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) For determining the entitlement to attend and vote at the AGM, the transfer books and register of members will be closed from Thursday, 30 May 2013 to Monday, 3 June 2013, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents 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 for registration not later than 4:30 p.m. on Wednesday, 29 May 2013.

For determining the entitlement to the proposed final dividend for the year ended 31 December 2012, the transfer books and register of members will be closed from Friday, 7 June 2013 to Monday, 10 June 2013, both days inclusive, during which period no share transfers can be registered. In order to be qualify for entitlement to the proposed final dividend upon passing of ordinary resolution no. 2, unregistered holders of shares of the Company should ensure that all share transfer documents 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 for registration not later than 4:30 p.m. on Thursday, 6 June 2013.

- (vi) In respect of ordinary resolution numbered 3 above, Mr. WU Di, Mr. ZHANG Yongyi, Mr. ZHU Xiaoping, Mr. WANG Mingcai and Jean Francois POUPEAU 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 30 April 2013.
- (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 30 April 2013.

As at the date of this notice, the executive Directors of the Company are Mr. LUO Lin, Mr. WU Di and Mr. LIU Enlong; the non-executive Director is Jean Francois POUPEAU and the independent non-executive Directors are Mr. ZHANG Yongyi, Mr. ZHU Xiaoping and Mr. WANG Mingcai.