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## IMPORTANT

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*If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.*



### **Anhui Tianda Oil Pipe Company Limited**

**安徽天大石油管材股份有限公司**

(a joint stock company incorporated in the People's Republic of China with limited liability)

### **LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF INTERNATIONAL PLACING**

**Number of Placing Shares : 145,714,000 H Shares (subject to the  
Over-allotment Option)**  
**Placing Price : Not more than HK\$3.0 per H Share  
(payable in full upon application, plus  
brokerage fee of 1%, SFC transaction  
levy of 0.004%, Stock Exchange levy of  
0.005% and subject to refund)**  
**Nominal value : RMB0.5 each**  
**Stock code : 8241**

**Global Coordinator, Sole Bookrunner, Sponsor and Lead Manager**

**CAZENOVE**

Cazenove Asia Limited

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The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, together with the documents specified under "Documents delivered to the Registrar of Companies" in Appendix IX to this prospectus, has been registered with Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

The Company was incorporated, and its businesses are primarily located, in the PRC. Potential investors in the Company should be aware of the differences in the legal, economic and financial systems between the PRC and Hong Kong and that there are different risk factors relating to investment in companies incorporated in the PRC. Potential investors should also be aware of and take into consideration the different market conditions which may affect the Shares. Such differences and certain risk factors are set out in Appendix V to this prospectus headed "Summary of relevant PRC and Hong Kong laws and regulations" and the section headed "Risk Factors" in this prospectus, respectively.

The Placing Underwriting Agreement (as defined in this prospectus) is expected to be signed on or about the date that the Placing Price (as defined in this prospectus) is agreed. The Placing Price is expected to be fixed by agreement between Cazenove Asia Limited (for itself and on behalf of the other Placing Underwriters (as defined in this prospectus)) and the Company at or before the Price Determination Time (as defined in this prospectus), which is scheduled at or before 5:00 p.m. on Monday, 27 November 2006, or such later time and/or date as may be agreed between the Company and Cazenove Asia Limited (for itself and on behalf of the other Placing Underwriters) but in any event not later than 5:00 p.m. on 29 November 2006. If Cazenove Asia Limited and the Company are unable to reach an agreement on the Placing Price at or before 5:00 pm on 27 November 2006 (or such later time and/or date as agreed by the Company and Cazenove Asia Limited (for itself and on behalf of other Placing Underwriters) but in any event not later than 5:00 p.m. on 29 November 2006), the International Placing will not proceed. The Placing Price will not be more than HK\$3.0 per Placing Share and is currently expected to be not less than HK\$2.4 per Placing Share. Cazenove Asia Limited (for itself and on behalf of the other Placing Underwriters) may, with the consent of the Company, reduce the indicative Placing Price range below that stated in this prospectus (which is HK\$2.4 per Placing Share to HK\$3.0 per Placing Share). If the Placing Underwriting Agreement is not signed or the Placing Price is not agreed or the termination rights referred to below are exercised, the International Placing will not proceed.

Potential investors in the Placing Shares should note that the Placing Underwriters are entitled to terminate their obligations under the Placing Underwriting Agreement (as defined in this prospectus) by notice in writing to the Company given by Cazenove Asia Limited (for itself and on behalf of the other Placing Underwriters), upon the occurrence of any of the events set forth under the paragraph headed "Grounds for termination" in the section headed "Underwriting" in this prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the day on which dealings in the H Shares first commence on GEM (as defined in this prospectus).

27 November 2006