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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following expressions have the following meanings:*

“861 Action Plan”	refers to an action plan named “861 Action Plan” as formulated by the government of Anhui Province to encourage certain types of investment, further details of which are set out in the “Industry Overview” section of this prospectus under the paragraph headed “Policies And Relevant Regulations in China”
“API”	The American Petroleum Institute that provides quality certification programs, including the API Monogram Program, with regard to equipment, products and services relating to the oil and natural gas industry in the United States
“Articles of Association”	the articles of association of the Company adopted by its shareholders in general meeting on 29 June 2006 and subsequently amended by the Board, a summary of which is set out in Appendix VII to this prospectus
“ASME”	American Society of Mechanical Engineers, an organisation established in the United States to promote art, science and mechanical engineering
“Associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“ASTM”	American Society for Testing and Materials, being a voluntary standards development organisation for technical standards for materials, products, systems and services
“Baosteel Special Steel Technical Centre”	Special Steel Branch Co. of Baoshan Iron & Steel Co., Ltd., a legal person branch office (法人分支機構) established in the PRC and an Independent Third Party
“Board”	the board of Directors
“Bureau Veritas”	Bureau Veritas is an international group established in 140 countries with its headquarters in Paris, France. It provides services which include certifications based upon national or international standards, upon generic or sector schemes, or even on tailor-made development

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“Business Plan”	the business plan adopted by the Directors for the period from the Latest Practicable Date up to 31 December 2006 and the two financial years ending 31 December 2008, details of which are set out in the section headed “Statement of business objectives” in this prospectus
“Cazenove”	Cazenove Asia Limited, the global coordinator, sole bookrunner, sponsor and lead manager of the International Placing
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China Classification Society”	a society which operates under the direction of the Ministry of Communication in China and is China’s institution for technical survey of ships. It is the only professional institution for ship classification in China and is one of the official members of the International Federation of Classification Societies whose purpose is to, among others, serve as an agency for the dissemination of technical scientific information
“CIECC”	China International Engineering Consulting Corporation, a corporation established in August 1982 and is one of the earliest consulting corporations established in the PRC. It is an Independent Third Party
“CIETAC”	China International Economic and Trade Arbitration Commission
“CNOOC”	CNOOC Limited (中國海洋石油有限公司), a company incorporated in Hong Kong and whose securities are traded on the Main Board of the Stock Exchange and the New York Stock Exchange. It is an Independent Third Party
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Anhui Tianda Oil Pipe Company Limited (安徽天大石油管材股份有限公司), a joint stock company established in the PRC with limited liability on 13 April 2006, and shall, where relevant, include its predecessors (namely, Tianda Special Steel Pipe Company, Tianda Tianchang Seamless Steel Pipe Factory, Tianda Seamless Steel Pipe Factory and Oriental Industry Metal Company)

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“Company Law”	the Company Law of the PRC (中華人民共和國公司法) promulgated by the Standing Committee of the National People’s Congress (全國人民代表大會常務委員會) on 29 December 1993 and effective since 1 July 1994, as amended, supplemented or otherwise modified from time to time
“Connected Person”	a promoter, director, supervisor, chief executive, substantial shareholder or management shareholder of the Company or any of its subsidiaries or an Associate of any of them
“CSRC”	the China Securities Regulatory Commission, a regulatory body responsible for the supervision and regulation of the PRC securities markets
“Det Noske Veritas”	Det Noske Veritas was established in 1864 and its headquarters is located in Oslo, the capital of Norway. It provides its customers with comprehensive risk management and various assessment and certification services which mainly involve areas in ship classification, certification and technical services
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the capital of the Company, with a RMB denominated par value of RMB0.50 each, which were subscribed by domestic shareholders (namely, Tianda Holding and Tianda Investment) and credited as fully paid up in RMB. For the avoidance of doubt, no application has been made for the listing of, and the permission to deal in, the Domestic Shares on GEM and therefore the Domestic Shares will not be eligible for trading on GEM immediately after completion of the International Placing
“EIA”	Energy Information Administration, being a body established by the Congress of the United States of America in 1977. It is a statistical agency of the United States Department of Energy and an Independent Third Party
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Committee”	the sub-committee of the board of the Stock Exchange with responsibility for GEM

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“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Germanischer Lloyd”	Germanischer Lloyd was established in 1867 and its headquarters is located in Hamburg, Germany. Its main mission is the provision of technical survey and classification for ships, issuance of certification for ships in accordance with relevant international treaties, and it is also the adviser to Germany’s competent authority for ship safety
“HKIAC”	Hong Kong International Arbitration Centre
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hefei Research Institute”	Hefei General Machinery Research Institute, a research institute in the PRC, which is classified a professional integrated state type 1 research institute directly under the China National Machinery Industry Corporation and who is an Independent Third Party
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Government”	the government of Hong Kong
“H Shares”	overseas listed foreign invested shares with a nominal value of RMB0.50 each in the registered share capital of the Company, which are to be listed on GEM and subscribed for and traded in Hong Kong dollars
“Independent Third Party(ies)”	a person(s) or company(ies) which is/are not a Connected Person
“Initial Management Shareholders”	has the meaning ascribed to it under the GEM Listing Rules and in respect of the Company, refers to Tianda Holding, Tianda Investment, Mr. Ye Shi Qu, Mr. Zhang Hu Ming, Mr. Xie Yong Yang, Mr. Zhang Jian Huai, Mr. Wang Yi, Mr. Zhang Chun Xiang, Mr. Geng Wei Long, Mr. Lv Si Yu, Ms. Huang Yao Qi and Mr. Chen Dong
“International Placing”	the conditional placing of the Placing Shares at the Placing Price by the Placing Underwriters with professional and institutional investors pursuant and subject to the terms and conditions set out in the section headed “Structure and conditions of the International Placing” in this prospectus

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“IFRS”	International Financial Reporting Standards, including International Accounting Standards and interpretations issued by the International Accounting Standards Board
“Latest Practicable Date”	21 November 2006, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained herein
“Listing Date”	the date on which dealings in the H Shares first commence on GEM
“Mandatory Provisions”	the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas” promulgated by the Securities Commission (到境外上市公司章程必備條款) and the State Commission for Restructuring the Economic System of the PRC (中國經濟體制改革委員會) on 27 August 1994 (as amended, supplemented and modified from time to time) for inclusion in the articles of association of companies established in the PRC and seeking for a listing on a stock market outside the PRC (including Hong Kong)
“Oriental Industry Company”	Anhui Oriental Industry Company Limited (安徽東方實業有限公司), an entity under collective ownership established under the laws of China on 7 December 1992 and a predecessor of Tianda Enterprise
“Oriental Industry Metal Company”	Anhui Oriental Industry Company Limited Metal Company (安徽東方實業有限公司金屬公司), an entity under collective ownership established under the laws of China on 9 March 1993 and a predecessor of Tianda Seamless Steel Pipe Factory
“OPEC”	Organization of Petroleum Exporting Countries
“Over-allotment Option”	the option expected to be granted by the Company to the Underwriters and exercisable by Cazenove, on behalf of the Underwriters, to require the Company to issue the Over-allotment Shares to cover any over-allocation in the International Placing as described in detail in the section headed “Structure and conditions of the International Placing” in this prospectus
“Over-allotment Shares”	up to an aggregate of 21,856,000 additional new H Shares which may be allotted and issued by the Company upon the exercise of the Over-allotment Option

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“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PetroChina”	PetroChina Company Limited (中國石油天然氣股份有限公司) or its holding company, China National Petroleum Corporation (中國石油天然氣集團公司), both of which are established in the PRC and are Independent Third Parties. The securities of PetroChina Company Limited are traded on the Main Board of the Stock Exchange and the New York Stock Exchange, Inc.
“PICC”	PICC Property and Casualty Company Limited, a joint stock company with limited liability incorporated on 7 July 2003 and an Independent Third Party
“Placing Price”	the final offer price to be determined at or before the Price Determination Time and is expected to be not higher than HK\$3.0 and not lower than HK\$2.4 per Placing Share (excluding brokerage, Stock Exchange trading fee and SFC transaction levy), as described in detail in the section headed “Structure and conditions of the International Placing” in this prospectus
“Placing Shares”	145,714,000 new H Shares initially being offered by the Company at the Placing Price under the International Placing, together with (if applicable) any Over-allotment Shares
“Placing Underwriters”	the expected underwriters of the International Placing set out in the paragraph headed “Placing Underwriters” in the section headed “Underwriting” in this prospectus
“Placing Underwriting Agreement”	an underwriting agreement expected to be entered into at or about the Price Determination Time between, inter alios, the Company and the Placing Underwriters relating to the International Placing, details of which are set out in the section headed “Underwriting” of this prospectus
“PRC” or “China”	the People’s Republic of China which, for the purpose of this prospectus, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

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“PRC Securities Law”	the “Securities Law of the PRC” (中華人民共和國證券法) promulgated by the Standing Committee of the National People’s Congress (全國人民代表大會常務) on 29 December 1998 and effective since 1 July 1999, as amended, supplemented or otherwise modified from time to time
“Price Determination Time”	the time at which the Placing Price will be fixed, which is scheduled at or before 5:00 p.m. on 27 November 2006, or such later time and/or date as may be agreed between the Company and Cazenove (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
“Product Inspection Waiver”	the certificate for product exemption from quality surveillance granted by the General Administration of Quality Supervision, Inspection and Quarantine of the People’s Republic of China
“Promoter(s)”	the promoter(s) of the Company, which are Tianda Holding and Tianda Investment
“SAFE”	the State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)
“SAIC”	the State Administration for Industry and Commerce of the PRC (中國國家工商行政管理局)
“Securities Commission”	the former Securities Commission of the State Council (前國務院證券委員會)
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Domestic Share(s) and/or H Share(s), as the case may be
“Shareholder(s)”	holder(s) of the Share(s)

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“Sinopec”	China Petroleum & Chemical Corporation (中國石油化工股份有限公司) or its holding company, China Petroleum Corporation (中國石油化工集團公司), both of which are established in the PRC and are Independent Third Parties. The securities of China Petroleum & Chemical Corporation are traded on the Main Board of the Stock Exchange, The New York Stock Exchange, The London Stock Exchange and the Shanghai Stock Exchange
“Special Regulations”	the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院於股份有限公司境外募集股份及上市的特別規定) promulgated by the State Council on 4 August 1994, as amended, supplemented or otherwise modified from time to time
“State” or “PRC Government”	the government of the PRC
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	member(s) of the supervisory committee of the Company
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or, otherwise modified from time to time
“Track Record Period”	the period from 1 January 2004 to 30 June 2006
“Tianchang Intertexture”	Tianchang Intertexture Factory (天長縣塑料編織廠), an entity under collective ownership established under the laws of China on 15 June 1989, the core operating entity of Oriental Industry Company
“Tianda Company Limited”	Anhui Tianda (Group) Co., Ltd (安徽天大(集團)股份有限公司), a joint stock company with limited liability established under the laws of China on 13 March 2000 and a 95%-owned subsidiary of Tianda Holding
“Tianda Enterprise”	Anhui Tianda Enterprise Group (安徽天大企業(集團)公司), an entity under collective ownership established under the laws of China on 11 January 1995 and shall, where relevant, include its predecessor (namely Oriental Industry Company). Tianda Enterprise is also the immediate predecessor of Tianda Holding



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“Tianda Holding”	Anhui Tianda Enterprise (Group) Company Limited (安徽天大企業(集團)有限公司), a limited liability company established under the laws of China on 30 April 2004 and the controlling shareholder of the Company
“Tianda Import and Export”	Anhui Tianda Import and Export Co. Ltd. (安徽天大進出口有限公司), a limited liability company established under the laws of China on 18 September 2003
“Tianda Investment”	Anhui Tianda Investment Company Limited (安徽天大投資有限公司), a limited liability company established under the laws of China on 11 April 2006 and a substantial shareholder of the Company. It is also a wholly-owned subsidiary of Tianda Holding
“Tianda Plastic Company”	Anhui Tianda Group Plastic Compound Products Company Limited (安徽天大企業集團塑料復合製品有限公司), a company with limited liability established under the laws of China on 23 June 2004 and a 90%-owned subsidiary of Tianda Holding
“Tianda Seamless Steel Pipe Factory”	Anhui Tianda Enterprise Group Seamless Steel Tube Factory (安徽天大企業集團無縫鋼管廠), an entity under collective ownership established under the laws of China on 14 January 1995 and a predecessor of Tianda Tianchang Seamless Steel Pipe Factory
“Tianda Special Steel Pipe Company”	Anhui Tianda Enterprise Group Special Steel Tube Company Limited (安徽天大企業集團特種鋼管有限公司), a company with limited liability established under the laws of China on 23 June 2004 and a predecessor of the Company
“Tianda Tianchang Seamless Steel Pipe Factory”	Anhui Tianda Enterprise Group Tianchang Seamless Steel Tube Factory (安徽天大企業集團天長市無縫鋼管廠), a collective-owned enterprise established under the laws of China on 7 June 1999 and a predecessor of Tianda Special Steel Pipe Company
“Tianda Trade Union”	Trade Union of Anhui Tianda Enterprise Group (安徽天大企業集團工會), a public society (社會團體法人) established on 30 August 1995 upon the approval of General Trade Union of Tianchang

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## DEFINITIONS

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“Tianjin Dajin”	Tianjin Dajin Electrical Appliance Co. Ltd. (天津市大津電器有限公司), a company with limited liability established under the laws of China on 5 August 2004 and which, at one time, held 17.7% of the registered capital of Tianda Special Steel Pipe Company
“Tongcheng Government”	the People’s Government of Tongcheng Town (銅城鎮人民政府)
“Tongcheng Steel Pipe Factory”	Tongcheng Seamless Stainless Steel Pipe Factory (銅城無縫不銹鋼管廠), a collective-owned enterprise
“US” or “United States”	The United States of America, its territories and possessions, any state of the United States, and the District of Columbia
“VAT”	value added tax of the PRC
“WTO”	the World Trade Organization
“Xian Tubular Goods Research Center”	Tubular Goods Research Center of China National Petroleum Corporation, the only PRC oil well pipe engineering technology research institution and an Independent Third Party
“HK\$” and “cent(s)”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of the PRC
“US\$” or “US dollar(s)”	United States dollars, the lawful currency of the US
“sq.ft.”	square feet
“sq.m.”	square metre(s)
“%” or “per cent.”	percentage

For ease of reference, the English names of PRC established companies, government authorities and departments, entities and documents have been included in this prospectus as translations of their Chinese names for identification purpose only. In the event of any inconsistency, the Chinese version shall prevail.

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Unless otherwise specified in this prospectus, amounts denominated in RMB and US\$ have been translated, for the purpose of illustration only, into HK\$ as follows:

HK\$1.00 = RMB1.01

HK\$7.80 = US\$1.00

The exchange rates above are for reference only. No representation is made by the Company that any amounts in RMB, US\$ or HK\$ could have been or could be converted at the above rate or at any other rates or at all.

The contents contained in the website at [www.tianda-group.com](http://www.tianda-group.com) and [www.td-gg.com](http://www.td-gg.com) do not form part of this prospectus.