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This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and is not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



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)

(Stock code: 8241)

PROPOSAL TO SHAREHOLDERS TO APPROVE THE MIGRATION OF THE LISTING OF THE H SHARES FROM THE GROWTH ENTERPRISE MARKET TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

The Directors intend to convene the EGM and the Class Meetings to consider and approve, among other things, (i) the Voluntary Withdrawal; (ii) the Main Board Migration; and (iii) the Articles Amendments.

Preparations relating to the Voluntary Withdrawal and the Main Board Migration are at a preliminary stage and no applications relating thereto have been made to the Stock Exchange and/or the CSRC. Shareholders should note that the proposal to seek their approval of, among other things (i) the Voluntary Withdrawal, (ii) the Main Board Migration and (iii) the Articles Amendments at the EGM and Class Meetings at this stage will facilitate the Company making an application to the CSRC for the Main Board Migration, as such are conditions precedent to the Company making an application to the CSRC.

REASONS FOR THE VOLUNTARY WITHDRAWAL AND THE MAIN BOARD MIGRATION

The Company principally engaged in the manufacture, sourcing and distribution of specialized seamless pipes. The Company has grown and developed rapidly in terms of its production capacity as well as net profits in recent years. Its profit attributable to equity holders has increased from approximately RMB74.1 million for the year ended 31 December 2004 to approximately RMB118.5 million for the year ended 31 December 2006.

After reviewing the financial performance of the Company and taking into consideration the potential advantages of the Main Board Migration, the Directors have come to a view that a listing of the H Shares on the Main Board will enhance the profile of the Company, enable the Company to expand its shareholder base (in particular, in qualifying its securities to meet with more institutional investors' investment criteria), and facilitate an increase in the liquidity of the H Shares. The Directors believe that the listing of the H Shares on the Main Board of the Stock Exchange will be beneficial to the Company in terms of future growth, financing flexibility and business development.

REQUIREMENTS UNDER PRC REGULATIONS

Under the relevant PRC laws and regulations, a company incorporated in the PRC which intends to have its shares listed on an overseas stock exchange is required to comply with the Notice. The Notice is applicable to the Main Board Migration. Under the Notice, Shareholders' approval in relation to, among others, the Main Board Migration must be obtained prior to the submission of the relevant application to the CSRC. Upon obtaining the CSRC's notice of acceptance of application, the Company will then be in a position to make a formal application to the Stock Exchange in relation to the Main Board Migration and to GEM for the Voluntary Withdrawal. Further general meeting of the Shareholders and the respective class meetings of the holders of the Domestic Shares and the H Shares will be convened to approve, among others, the Main Board Migration and the Voluntary Withdrawal after the hearing meeting held by the Listing Committee in respect of the listing of H Shares on the Main Board.

AMENDMENT OF ARTICLES OF ASSOCIATION

In view of the proposed Main Board Migration and Voluntary Withdrawal and for the purposes of complying with the Main Board Listing Rules and the relevant laws and regulations in the PRC, special resolutions will also be proposed at the EGM and the Class Meetings to approve, on a conditional basis, the necessary amendments to the Articles of Association so as to conform them with the relevant laws, rules and regulations in the PRC and Hong Kong. Subject to the passing of the relevant special resolutions at the EGM and the Class Meetings, the Articles Amendments will take effect subject to the Main Board Migration and the Voluntary Withdrawal becoming unconditional and the listing of the H Shares on the Main Board. Accordingly, the Articles Amendments will not become effective if the Company does not proceed with the Main Board Migration and the Voluntary Withdrawal. Prior to the Articles Amendments becoming effective, the Articles of Association will continue to be in force.

The Articles Amendments seek to provide consequential amendments to the Articles of Association as a result of the Main Board Migration. The Articles Amendments will become effective on the date of the listing of the H Shares on the Main Board.

THE EGM AND THE CLASS MEETINGS

Shareholders should note that the approval of (i) the Voluntary Withdrawal, (ii) the Main Board Migration and (iii) the Articles Amendments at the EGM and Class Meetings are conditions precedent to the Company making an application to the CSRC.

Therefore, for the purpose of (1) enabling the Company to make an application to the CSRC for the Main Board Migration, as well as complying with the requirements of the GEM Listing Rules with respect to the Voluntary Withdrawal, and (2) granting the Directors a general mandate to issue Domestic Shares and H Shares, the Directors intend to convene the EGM and the Class Meetings for the Shareholders to consider and approve (i) the Main Board Migration, (ii) the Voluntary Withdrawal, (iii) the Articles Amendments, (iv) the authorisation of the Board to carry out all such acts ancillary to the application to the CSRC and the Stock Exchange for the Main Board Migration and the Voluntary Withdrawal, and (v) the General Mandate (as the case may be and detailed in the relevant notices convening the EGM and the Classing Meetings to be despatched).

Shareholders should note that, in addition to the relevant approvals to be sought at the EGM and the Class Meetings, the Main Board Migration and the Voluntary Withdrawal will also be conditional on, among other things, the following:

- (i) the granting of the relevant approval by the CSRC and other relevant PRC authorities in connection with the Main Board Migration;
- (ii) the issue of a circular and listing document containing, among other things, further information for the purposes of the Voluntary Withdrawal and the Main Board Migration after the hearing meeting held by the Listing Committee for the listing of the H Shares on the Main Board;
- (iii) the approval of the Voluntary Withdrawal pursuant to the GEM Listing Rules;
- (iv) the publication of a notice of the Voluntary Withdrawal as required by the GEM Listing Rules (subject to any waiver that may be granted by the Stock Exchange);
- (v) the Listing Committee granting approval for the listing of and permission to deal in the H Shares on the Main Board;
- (vi) the passing of a special resolution by the Shareholders at an extraordinary general meeting to be convened to approve the Main Board Migration and the Voluntary Withdrawal after the hearing meeting held by the Listing Committee in respect of the listing of the H Shares on the Main Board; and
- (vii) the passing of a special resolution by the holders of the Domestic Shares and the H Shares at the respective class meetings to approve the Main Board Migration and the Voluntary Withdrawal after the hearing meeting held by the Listing Committee in respect of the listing of the H Shares on the Main Board.

Preparations relating to the Voluntary Withdrawal and the Main Board Migration are at a preliminary stage and no applications relating thereto have been made to the Stock Exchange and/or the CSRC. The Company will make further announcements, as and when it deemed necessary or appropriate, to keep the Shareholders informed on the progress of the proposed Main Board Migration and the Voluntary Withdrawal.

Since the date of the EGM and the Class Meeting is yet to be determined, the period of the closure of the register of members of the Company cannot be fixed at this stage.

A circular containing, inter alia, details of the Main Board Migration, the Voluntary Withdrawal and notices to convene the EGM and Class Meetings and the period of the closure of the register of member of the Company will be despatched to the Shareholders as soon as possible.

Warning:

Preparations relating to the Main Board Migration and the Voluntary Withdrawal are at a preliminary stage and no applications relating thereto have been made to the Stock Exchange and/or the CSRC. Subject to the issuance of the notice of acceptance of application by the CSRC, the Company will then make a formal application to the Stock Exchange in relation to the Voluntary Withdrawal and the Main Board Migration.

Shareholders and potential investors should be aware that the implementation of the proposed Voluntary Withdrawal and the Main Board Migration are subject to, among others, the granting of relevant approvals by the CSRC and the Stock Exchange (as the case may be), together with other conditions and regulatory requirements that may be required to be fulfilled by the Company, and thus the Main Board Migration and the Voluntary Withdrawal may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the H Shares.

DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context requires otherwise:—

“Articles Amendments”	the amendments to be made to the Articles of Association at the EGM and the Class Meetings so as conform them with the applicable laws, rules and regulations in the PRC and Hong Kong for the purposes of the Main Board Migration
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Class Meeting(s)”	the respective class meetings of the holders of the Domestic Shares and the H Shares to be held for the purpose of approving the Voluntary Withdrawal, the Main Board Migration and the Articles Amendments, further details of which will be contained in a circular containing the notices convening the said meetings to be despatched by the Company
“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 incorporated in the PRC with limited liability, the H shares of which are listed on the GEM
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission)

“Directors”	the directors of the Company
“Domestic Share(s)”	ordinary shares(s) issued by the Company, with a Renmibi-denominated par value of RMB0.50 each, which are subscribed for and paid up in RMB
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of approving the Voluntary Withdrawal, the Main Board Migration and the Articles Amendments, further details of which will be contained in a circular containing the notices convening the said meeting to be despatched by the Company
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“General Mandate”	a mandate to be sought at the EGM authorising the Directors to issue Domestic Shares and/or H Shares for an amount not exceeding 20% of the aggregate nominal amount of the Domestic Shares and the H Shares, respectively in issue on the date of the EGM, further details of which will be set out in the notice convening the EGM to be despatched
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the overseas listed foreign share(s) in the share capital of the Company which are listed on the GEM with a nominal value of RMB0.50 each, and which are subscribed for and traded in Hong Kong dollars
“Listing Committee”	the listing sub-committee of the directors of the Stock Exchange responsible for Main Board listing matters
“Main Board”	the securities market which has been operated by the Stock Exchange prior to the establishment of the GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with the GEM. For the avoidance of doubt, the Main Board excludes the GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board Migration”	the proposed migration of listing of the H Shares from the GEM to the Main Board
“Notice”	《關於企業申請境外上市有關問題的通知》(the Notice Regarding Issues Relating to Applications by Enterprises for the Listing of Their Shares Overseas) issued by the CSRC.

“PRC”	the People’s Republic of China, which for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Shares”	shares of the Company, including the Domestic Shares and the H Shares, unless specified otherwise
“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Voluntary Withdrawal”	the proposed voluntary withdrawal of the listing of the H Shares from the GEM
“HK\$” or “cents”	Hong Kong dollars or cents, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

For the purpose of this announcement and reference only, the exchange rate of RMB into HK\$ is assumed to be on par.

By Order of the Board
Anhui Tianda Oil Pipe Company Limited
Ye Shi Qu
Chairman

Anhui, China, the PRC, 18 April, 2007

As at the date of this announcement, the executive Directors are Ye Shi Qu, Zhang Hu Ming and Xie Yong Yang; non-executive Directors are Zhang Jian Huai and Liu Peng; and independent non-executive Directors are Wu Chang Qi, Wang Xiu Zhi and Zhao Bin.

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