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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Anhui Tianda Oil Pipe Company Limited (安徽天大石油管材股份有限公司) (the “**Company**”) will be held at The Langya Book Store Hotel, Langya Mountain, Chuzhou, Anhui Province, People’s Republic of China (the “**PRC**”), on Monday, 18 June 2007 at 2:00 p.m. for the purpose of considering and, if thought fit, with or without modification, passing the following special resolutions:

SPECIAL RESOLUTIONS

1. **“THAT** conditional upon (1) the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and/or the listing sub-committee of the directors of the Stock Exchange with responsibility for GEM granting a withdrawal of the listing all the H shares of RMB0.50 each in the share capital of the Company (“**H Shares**”) then in issue from GEM (the “**Proposed Withdrawal**”); (2) the listing sub-committee of the board of Stock Exchange and/or the Stock Exchange granting approval of the listing of, and permission to deal in, all the H Shares then in issue on the main board (the “**Main Board**”) of the Stock Exchange (the “**Proposed Introduction**”); (3) the China Securities Regulatory Commission granting approval of the Proposed Introduction; and (4) the obtaining of all other relevant consents (if any) which are required in connection with the implementation of the Proposed Withdrawal and the Proposed Introduction and the fulfillment of all conditions which may be attached to such consents, the Proposed Withdrawal and the Proposed Introduction be and are hereby approved and confirmed; the listing of the H shares of the Company (the “**H Shares**”) on GEM shall cease with effect from such date and time as the directors of the Company (the “**Directors**”) may designate; and any Director and/or the company secretary of the Company be and is hereby authorised generally (i) to make any application and submission, do all such acts and things, execute any document and take all such steps for and on behalf of the Company as he/she may deem necessary, desirable or expedient to effect and implement the foregoing and (ii) to attend to and handle all other necessary procedures and registrations relating to or as a result of the Proposed Withdrawal and/or the Proposed Introduction.”

2. “**THAT** conditional upon the listing of the H Shares (as defined in the special resolution numbered 1 set out in the notice containing this resolution) on the main board (the “**Main Board**”) of the Stock Exchange, the following amendments (the “**Articles Amendments**”) shall be made to the existing articles of association of the Company (the “**Existing Articles**”), with effect from the date on which dealings in the H Shares on the Main Board commences:

(i) the first sentence of article 6 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“Pursuant to the relevant requirements of the Company Law, the Special Regulations and the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”) and other PRC laws and administrative regulations, the Company convened the extraordinary general meeting on 18 June 2007 to amend the existing Articles of Association (the “Existing Articles of Association”) and enact these articles of association (the “Articles of Association”).”

(ii) Article 7 of the Existing Articles shall be deleted in its entirety and replaced by the following:

“The Existing Articles of Association took effect on the date that the H shares of the Company are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

The Articles of Association will become effective after the approval (if necessary) of the relevant authorities of the government, EGM and Class Meetings have been obtained, the listing status of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited has been withdrawn and the listing of the Company on the Main Board of The Stock Exchange of Hong Kong Limited commences. The Existing Articles of Association shall then be substituted by the Articles of Association.”

(iii) The reference to the “Listing Rules means the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited” in the Existing Articles shall be replaced with the “Listing Rules means the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited” and all references to “Appendix 11C to the Listing Rules” in the Existing Articles shall be replaced with “Appendix 13D to the Listing Rules”

and the directors of the Company (the “**Directors**”) be and are hereby authorised to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient, to further amend the Existing Articles and/or to amend the Articles Amendments, as the Directors may deem appropriate and necessary for the purpose of complying with the requirements of or made by the relevant authorities or regulatory bodies of the People’s Republic of China and/or Hong Kong in connection with the Proposed Withdrawal (as defined in the special resolution numbered 1 contained in the notice of which this special resolution forms part) or the Proposed Introduction (as defined in the special resolution numbered 1 contained in the notice of which this special resolution forms part).”

3. **“THAT:**

- (1) the board of Directors of the Company (the “Board”) be and is hereby authorized and granted an unconditional general mandate (“General Mandate”) to separately or concurrently allot, issue and deal with additional domestic shares of the Company (the “Domestic Shares”) and/or H Shares and to make or grant offers, agreements and/or options in respect thereof, subject to the following conditions:
- (a) the General Mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
 - (b) the aggregate nominal amount of the Domestic Shares and the H Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board (otherwise than pursuant to any scrip dividend scheme (or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend), any share option scheme, a Rights Issue or any separate approval of the shareholders of the Company) shall not exceed:
 - (i) 20 per cent. of the aggregate nominal amount of the Domestic Shares in issue; and
 - (ii) 20 per cent. of the aggregate nominal amount of the H Shares in issue,respectively, in each case as at the date of passing of this resolution; and
 - (c) the Board will only exercise its power under the General Mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and/or the Rules Governing the Listing of Securities on GEM (as the case may be) (as each of them may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

and, for the purposes of this resolution:

“Domestic Share(s)” mean ordinary domestic share(s) in the share capital of the Company which are subscribed and/or paid for in Renminbi;

“H Share(s)” mean overseas listed foreign invested shares (being ordinary shares) in the share capital of the Company which are subscribed and/or paid for in Hong Kong dollars or foreign currency other than Renminbi;

“Relevant Period” means the period from the date of passing this resolution until the earlier of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution, unless, by special resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or

- (b) the expiry of the period within which the next annual general meeting is required by the articles of association of the Company or any applicable law to be held; or
- (c) the passing of a special resolution of the Company in a general meeting revoking or varying the authority set out in this resolution;

“**Rights Issue**” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding, as the Board may decide, for such purpose any shareholder who is resident in a place where such offer is not permitted under the law or regulation of that place) entitled to such offer, pro rata (apart from fractional entitlements) to their then existing holdings of shares; and

- (2) contingent on the Board resolving to exercise the General Mandate and/or issue shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorised:
 - (a) to approve, execute and do, or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the exercise of the General Mandate and/or the issue of shares, including but not limited to the time, price, quantity and place for such issue, to make all necessary applications to the relevant authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds and to make all necessary filings and registration with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate);
 - (c) to increase the registered capital of the Company and make all necessary amendments to the articles of association of the Company to reflect such increase and to register the increased capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate) as so to reflect the new capital and/or share capital structure of the Company; and
 - (d) to authorize the Board to conduct the registration procedures for the amendments to the articles of association of the Company and to increase registered capital of the Company.

By Order of the Board
Anhui Tianda Oil Pipe Company Limited
安徽天大石油管材股份有限公司
Ye Shi Qu
Chairman

Anhui, PRC, 3 May 2007

Notes:

- (A) The Company will not process registration of transfers of the H Shares from 19 May 2007 to 18 June 2007 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at Computershare Hong Kong Investor Services Limited at the end of 18 May 2007 are entitled to attend and vote at the EGM following completion of the registration procedures.

To qualify for attendance and voting at the EGM, documents on transfers of H Shares, accompanied by the relevant share certificates, must be lodged with the Company's H-Share Registrar and Transfer Office not later than 4:30 p.m. on 18 May 2007. The address of the Company's H-Share Registrar and Transfer Office is as follows:

Computershare Hong Kong Investor Services Limited
Rooms 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Hong Kong

The Company will not process registration of transfers of Domestic Shares from 19 May 2007 to 18 June 2007 (both days inclusive). Holders of Domestic Shares whose names appear on the register of Shares of the Company at the end of 18 May 2007 are entitled to attend and vote at the EGM. Holders of Domestic Shares should contact the secretary to the Board ("**Secretary to the Board**") (whose contact details are set out in note (B) below) for details concerning registration of transfers of Domestic Shares.

To qualify for attendance and voting at the EGM, documents as transfers of Domestic Shares, accompanied by the relevant documents, must be delivered to the Company's legal address not later than 4:30 p.m. on 18 May 2007. The legal address of the Company is set out in note (B) below.

- (B) Holders of H Shares and Domestic Shares who intend to attend the EGM should complete and return the reply slip for attending the EGM in person.

Holders of H Shares should complete and return the reply slip to the Company's H-Share Registrar and Transfer Office by facsimile at (852) 2865 0990 or by post to (or by depositing it at) its address set out in note (A) above such that the reply slip shall be received by the Company's H-Share Registrar and Transfer Office 20 days before the EGM (i.e. on or before 29 May 2007).

Holders of Domestic Shares should complete and return the reply slip, by personal delivery, by facsimile or by post, to the Secretary to the Board such that the reply slip shall be received by the Secretary to the Board 20 days before the EGM (i.e. on or before 29 May 2007).

The contact details of the Secretary to the Board are as follows:

Zhenxing Road
Tongcheng Town
Tianchang City
Anhui Province
The People's Republic of China
Postal Code.: 239311
Contact person: Mr. Chen Dong
Telephone No.: (86) 550 7518 500
Facsimile No.: (86) 550 7511 023

- (C) Each holder of H Shares entitled to attend and vote at the EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on its behalf. A proxy need not be a shareholder of the Company (“**Shareholder**”). With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (D) Holders of H Shares must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (a “**power of attorney**”). If the form of proxy is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the EGM on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate Shareholder as required by the articles of association of the Company.
- (E) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note (D) above must be delivered to the Company's H-Share Registrar and Transfer Office, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong), not less than 24 hours before the time appointed for the EGM.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the EGM may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a Shareholder. Notes (C) and (D) above also apply to the holders of Domestic Shares, except that, to be valid, the form of proxy and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the Secretary to the Board not less than 24 hours before the time appointed for the EGM. The address of the Secretary to the Board is stated in note (B) above.
- (G) A Shareholder or his proxy should produce proof of identity when attending the EGM. If a corporate Shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the EGM, such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.

- (H) The EGM is expected to last for not more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (I) As the Company is a PRC incorporated company and its official articles of association are in the Chinese language, the proposed amendments to the Company's articles of association set out in the English version of this notice are an unofficial English language translation (the "**English Translation**") of the official proposed amendments in the Chinese language as set out in the Chinese version of this notice (the "**Official Amendments**"). Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.

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

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM 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, (i) the information contained in this notice is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this notice misleading; and (iii) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This notice will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting.