



**REVISED**

# 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)

### PROXY FORM FOR USE AT THE EGM AND ANY ADJOURNMENT THEREOF

No. of Shares to which this Proxy relates <sup>(Note 1)</sup>	
Type of Shares (H Shares and/or Domestic Shares) to which this Proxy relates <sup>(Note 1)</sup>	

I/We <sup>(Note 2)</sup>, \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ H Shares and/or Domestic Shares in Anhui Tianda Oil Pipe Company Limited (the "Company"), HEREBY APPOINT the Chairman of the Meeting or <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the EGM to be held at The Langya Book Store Hotel, Langya Mountain, Chuzhou City, Anhui Province, the PRC at 2:00 p.m. on 18 June 2007 (and at any adjournment thereof) and to exercise all rights conferred on proxy under law, regulations and the Articles of Association of the Company in respect of any other business to be considered in the EGM applicable. I/We wish my/our proxy to vote as indicated below in respect of the resolutions (which are summarised below) to be proposed at the EGM, or if no such indication is given, as my/our proxy thinks fit.

Unless the context requires otherwise, terms defined in the circular to the shareholders of the Company dated 3 May 2007 of which the notice convening the EGM forms part (the "Circular") shall have the same meanings when used herein.

SPECIAL RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To consider and approve the Proposed Withdrawal and the Proposed Introduction; and authorise any Director and/or the company secretary of the Company 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.	To consider and approve, conditional upon the listing of the H Shares on the Main Board, the following amendments to the Existing Articles with effect from the date on which dealings in the H Shares on the Main Board commences in the manner set out in the notice of this meeting and to authorise the Directors 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 PRC and/or Hong Kong in connection with the Proposed Withdrawal or the Proposed Introduction.		
3.	(1) To consider and approve that the Board be authorized and granted the General Mandate to separately or concurrently allot, issue and deal with additional Domestic Shares and/or H Shares and to make or grant offers, agreements and/or options in respect thereof;		
	(2) To consider and approve that contingent on the Board resolving to exercise the General Mandate and/or issue shares pursuant to paragraph (1) of this resolution, the Board be 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.			

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2007

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

- Please insert clearly the number of Shares and whether they are H Shares and/or Domestic Shares registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the H Shares and/or Domestic Shares registered in your name(s).
- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Where the proxy appointed is not the Chairman of the EGM, please cross out "the Chairman of the Meeting or", and fill in the name(s) and address(es) of the proxy in the space provided. Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote at the on his behalf. A proxy need not be a Shareholder. With respect to any Shareholder who has appointed more than one proxy, the proxy holder may only vote on a poll. The person who signs this proxy form shall initial against any alteration in it.
- Important: if you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against".
- This form of proxy must be signed by you or your attorney duly authorised in writing. If the form of proxy is signed by your attorney duly authorised in writing, 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.
- In order to be valid:
  - with respect to H Shares, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any), shall be delivered by personal delivery or by post to the Company's H-Share Registrar and Transfer Office such that the same shall be received by the Company's H-Share Registrar and Transfer Office 24 hours before the time of the EGM. The contact details of the Company's H-Share Registrar and Transfer Office are as follows:  
Computershare Hong Kong Investor Services Limited  
Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong
  - with respect to Domestic Shares, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any), shall be delivered by personal delivery or by post to the Secretary to the Board such that the same shall be received by the Secretary to the Board of the Company 24 hours before the time of the EGM. The contact details of the Secretary to the Board are as follows:  
Zhengcheng Road, Tongcheng Town, Tianchang City, Anhui Province, the People's Republic of China