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This announcement, for which the directors of Anhui Tianda Oil Pipe Company Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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)

**PROPOSED VOLUNTARY WITHDRAWAL OF LISTING
ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED,
PROPOSED LISTING ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF INTRODUCTION,
PROPOSED REDUCTION OF THE MINIMUM NOTICE PERIOD
IN RESPECT OF THE PROPOSED WITHDRAWAL,
PROPOSED CHANGE OF DIRECTORS,
CHANGE OF COMPLIANCE ADVISERS
AND
CLOSURE OF REGISTERS OF MEMBERS**

Sponsor

CAZENOVE

Cazenove Asia Limited

On 24 August 2007, the Stock Exchange informed the Sponsor that the Main Board Listing Committee had granted an approval in principle of the Proposed Introduction. The implementation of the Proposed Withdrawal and the Proposed Introduction are conditional upon fulfillment of the conditions set out below. The GEM Listing Committee has granted to the Company a waiver from strict compliance with the minimum three

months' notice requirement under Rule 9.19(3) of the GEM Listing Rules subject to, amongst other things, the prior approval of the Shareholders for the reduction of the notice period to at least five clear Business Days. It is currently expected that the Proposed Withdrawal and the Proposed Introduction will become effective and take place on or about Monday, 26 November 2007.

The Board announces that Mr. Wang Xiu Zhi intends to resign as an independent non-executive Director, a member of the remuneration and nomination committee of the Company and a member of the strategy and risk control committee of the Company on or about Monday, 15 October 2007. It is proposed that subject to the Shareholders' approval at the EGM, Mr. Li Chi Chung be appointed as an independent non-executive Director. It is expected that Mr. Zhao Bin will be appointed as a member of the remuneration and nomination committee of the Company and Mr. Li Chi Chung be appointed as a member of the strategy and risk control committee of the Company to fill the vacancies left by the resignation of Mr. Wang Xiu Zhi.

The Board further announces that the compliance adviser agreement entered into by the Company with Somerley Limited will terminate upon the Proposed Withdrawal taking place and Cazenove Asia Limited has been appointed as the compliance adviser to the Company in compliance with the Main Board Listing Rules.

The registers of members of the Company will be closed from Saturday, 15 September 2007 to Monday, 15 October 2007 (both dates inclusive) during which no transfer of Shares will be effected.

An EGM will be held on Monday, 15 October 2007 to consider and pass, if thought fit, the special resolutions approving the Proposed Withdrawal, the Proposed Introduction and the proposed reduction of notice period as referred to in this announcement and an ordinary resolution in relation to the proposed appointment of Mr. Li Chi Chung as an independent non-executive Director. Separate Class Meetings will also be held on the same day, Monday, 15 October 2007 to consider and pass, if thought fit, the special resolutions approving the Proposed Withdrawal, the Proposed Introduction and the proposed reduction of notice period as referred to in this announcement. A Shareholder circular containing the relevant information for the Shareholders' consideration of the matters to be proposed at the EGM and the separate Class Meetings will be despatched to the Shareholders as soon as practicable on or about Wednesday, 29 August 2007.

There is no assurance that final permission will be obtained from the Stock Exchange for the Proposed Withdrawal and the Proposed Introduction. Shareholders and potential investors should be aware that the implementation of the Proposed Withdrawal and the Proposed Introduction are subject to the conditions set out below being fulfilled and thus may or may not become effective. Accordingly, the Proposed Withdrawal and the Proposed Introduction may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.

THE PROPOSED WITHDRAWAL AND THE PROPOSED INTRODUCTION

On 3 July 2007, the Board announced that Cazenove Asia Limited acting as the Sponsor, on behalf of the Company, submitted an advance booking form for the Proposed Introduction to the Stock Exchange on the same day, and that the Stock Exchange was also informed of the Company's intention to implement the Proposed Withdrawal subject to certain conditions. On 24 August 2007, the Stock Exchange informed the Sponsor that the Main Board Listing Committee had granted an approval in principle of the Proposed Introduction.

Conditions of the Proposed Withdrawal and the Proposed Introduction

The implementation of the Proposed Withdrawal and the Proposed Introduction are conditional upon:

- (i) the Main Board Listing Committee granting approval for the listing of, and permission to deal in, the H Shares on the Main Board and the GEM Listing Committee granting approval for the Proposed Withdrawal;
- (ii) the granting of the relevant approval by the CSRC and other relevant PRC authorities (if necessary) in connection with the Proposed Withdrawal and the Proposed Introduction;
- (iii) the passing of the relevant resolutions at the EGM and the separate Class Meetings (as the case may be) to approve the Proposed Withdrawal, the Proposed Introduction and the reduction of the notice period as referred to in condition (v) below;
- (iv) the publication of a notice of the Proposed Withdrawal after obtaining the approval of Shareholders referred to in condition (iii) above not less than five clear Business Days prior to the Effective Date;
- (v) the GEM Listing Committee granting a waiver for the reduction of the notice period for the Proposed Withdrawal from a minimum of three months under Rule 9.19(3) of the GEM Listing Rules to at least five clear Business Days from the date on which the Shareholders shall have approved the Proposed Withdrawal at the EGM and the separate Class Meetings; and
- (vi) 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 fulfillment of all conditions which may be attached to such consents.

Effects of the Proposed Withdrawal and the Proposed Introduction

Subject to the fulfillment of the conditions set out in the immediately preceding paragraph, it is expected that dealings in the H Shares on GEM will cease at 9:30 a.m. on the Effective Date and dealings in the H Shares on the Main Board will commence at 9:30 a.m. on the Effective Date.

The Proposed Withdrawal and the Proposed Introduction will have no effect on the existing share certificates in respect of the H Shares which will continue to be good evidence of legal title and will not involve any transfer or exchange of the existing share certificates. The Directors propose no change to be made to the board lot size, trading currency of the H Shares and the share registrar of the H Shares in connection with the Proposed Withdrawal and the Proposed Introduction. **Please note that if and when the H Shares are listed on the Main Board, you may be required to sign a new client agreement with your licensed securities dealer or registered institution in securities.**

The Company will cease the practice of quarterly reporting and will follow the relevant requirements of the Main Board Listing Rules which include publishing its interim results and annual results within three months and four months from the end of the relevant periods or financial year ends, respectively. The Directors are of the view that following the reporting requirements under the Main Board Listing Rules, investors and the Shareholders will continue to have access to relevant information on the Company. The Directors also believe that the cessation of quarterly reporting would save publishing costs and other related expenses and enable management to devote more time and resources to the operation of the Company's business, which is in the interests of the Company and the Shareholders as a whole.

Reasons for the Proposed Withdrawal and the Proposed Introduction

The Company is principally engaged in the manufacturing, sourcing and distributing specialized seamless pipes for the oil and natural gas industry, including oil well pipes, and other specialized seamless pipes, which include vessel pipes and boiler pipes in the PRC. The continual increase in the demand for oil well pipes in the PRC has contributed to the growth of the Company as well as the increase in the Company's profitability in recent years.

The Directors believe that the Proposed Introduction will help enhance the profile of the Company and increase the trading liquidity of the H Shares. The Directors consider that the Proposed Introduction will be beneficial to the future growth and business development of, and accord financing flexibility to, the Company. There is no change in the business of the Company being contemplated by the Directors following the Proposed Withdrawal and the Proposed Introduction.

The Proposed Introduction will involve no issue of new securities by the Company.

WAIVER FROM STRICT COMPLIANCE WITH THE MINIMUM NOTICE PERIOD IN RESPECT OF THE PROPOSED WITHDRAWAL

In connection with the Proposed Withdrawal, the Company has applied to, and the GEM Listing Committee has granted, a waiver from strict compliance with the minimum three months' notice requirement under Rule 9.19(3) of the GEM Listing Rules, subject to the fulfillment of the following conditions:

- (i) the prior approval of the Shareholders for the reduction in the notice period to at least five clear Business Days shall have been obtained;
- (ii) in respect of the H Shares, there is no change in the board lot size, the share certificates, the share registrar and the trading currency in connection with the Proposed Withdrawal and the Proposed Introduction; and
- (iii) there is no other fact that leads the Stock Exchange to believe that the reduced notice period is not feasible.

The Directors consider that it is in the interests of the Company and the Shareholders as a whole that the notice period for the Proposed Withdrawal be reduced so that the Proposed Withdrawal and the Proposed Introduction can be carried out as soon as practicable after obtaining the relevant approvals from the Shareholders at the EGM and the separate Class Meetings as well as from the CSRC and the Stock Exchange.

APPOINTMENT AND RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board announces that Mr. Wang Xiu Zhi has notified the Company of his intention to resign as an independent non-executive Director, a member of the remuneration and nomination committee and a member of the strategy and risk control committee of the Company due to health reasons and that he has reached the retirement age. The effective date of Mr. Wang's resignation is expected to be on or about Monday, 15 October 2007. It is proposed that subject to the Shareholders' approval at the EGM, Mr. Li Chi Chung be appointed as an independent non-executive Director. It is expected that Mr. Zhao Bin be appointed as a member of the remuneration and nomination committee of the Company and Mr. Li Chi Chung be appointed as member of the strategy and risk control committee of the Company to fill the vacancies left by the resignation of Mr. Wang Xiu Zhi.

Mr. Wang has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders. The Board wishes to express its sincere gratitude to Mr. Wang for his valuable contributions to the Company during his tenure of office.

Set out below is the information regarding Mr. Li Chi Chung:

Mr. Li Chi Chung, aged 38. Mr. Li is currently a solicitor practising in Hong Kong. He obtained a bachelor degree in laws from The University of Sheffield in England in 1990. Mr. Li was admitted as a solicitor of the High Court of Hong Kong in 1993 and his practice has been focused on commercial related matters. Mr. Li is currently an independent non-executive director of PINE Technology Holdings Limited and a non-executive director of Maxitech International Holdings Limited (to be renamed as Richfield Group Holdings Limited), both of which are companies listed on GEM. He is also an independent non-executive director of Eagle Nice (International) Holdings Limited and Kenford Group Holdings Limited respectively which are companies listed on the Main Board. He is the company secretary of Prime Investments Holdings Limited, a company listed on the Main Board. He was an independent non-executive director of Artel Solutions Group Holding Limited, a company listed in Hong Kong.

Mr. Li's appointment is expected to commence from 15 October 2007 for a term of three years subject to the Shareholders' approval at the EGM. Save as disclosed above, Mr. Li did not hold any directorships in listed public companies in the last three years, and he is not related to any Director, senior management or substantial or controlling Shareholders. He is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance. During the proposed term of appointment, Mr. Li will receive HK\$12,000 per month as remuneration for his service as an independent non-executive Director, all of which is expected to be covered by the service contract mentioned above. There is no other information relating to Mr. Li's appointment that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders.

CHANGE OF COMPLIANCE ADVISERS

The Board announces that the compliance adviser agreement dated 9 October 2006 between the Company and the Company's compliance adviser, Somerley Limited, will terminate upon the Proposed Withdrawal taking place. Cazenove Asia Limited has been appointed as the compliance adviser to the Company with effect from the date of initial listing of the H Shares on the Main Board as required by Rule 3A.19 of the Main Board Listing Rules.

As at the date of this announcement, the Board is not aware of any material matters that need to be drawn to the attention of the Shareholders in respect of the termination of Somerley Limited as the Company's compliance adviser.

CLOSURE OF REGISTERS OF MEMBERS

The registers of members of the Company will be closed from Saturday, 15 September 2007 to Monday, 15 October 2007 (both dates inclusive) during which no transfer of Shares will be effected. In order to be eligible to attend the EGM and the separate Class Meetings and to vote thereat as Shareholders, all transfers of H Shares together with the relevant share certificates must be delivered to the Company's H-Share Registrar and Transfer Office no later than 4:30 p.m. on Friday, 14 September 2007. All transfers of Domestic Shares together with the relevant documents must be delivered to the Company's registered address at Zhenxing Road, Tongcheng Town, Tianchang City, Anhui Province, the PRC no later than 4:30 p.m. on Friday, 14 September 2007.

SHAREHOLDERS' APPROVAL, CIRCULAR AND NOTICES OF MEETINGS

An EGM will be held on Monday, 15 October 2007 to consider and pass, if thought fit, the special resolutions approving the Proposed Withdrawal, the Proposed Introduction and the proposed reduction of notice period as referred to in this announcement and an ordinary resolution in relation to the proposed appointment of Mr. Li Chi Chung as an independent non-executive Director. Separate Class Meetings will also be held on the same day, Monday, 15 October 2007 to consider and pass, if thought fit, the special resolutions approving the Proposed Withdrawal, the Proposed Introduction, the proposed reduction of notice period as referred to in this announcement. Since no Shareholder has any material interest in the matters proposed to be considered at the EGM and the separate Class Meetings, no Shareholder will be required to abstain from voting on the resolutions proposed thereat.

The circular containing, amongst other things, further details on the Proposed Withdrawal, the Proposed Introduction, the proposed reduction of notice period for the Proposed Withdrawal under Rule 9.19(3) of the GEM Listing Rules, the appointment of Mr. Li Chi Chung as an independent non-executive Director and a member of the strategy and risk control committee of the Company together with the EGM Notice and notices convening the separate Class Meetings will be despatched to the Shareholders as soon as practicable on or about Wednesday, 29 August 2007.

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Proposed Withdrawal and the Proposed Introduction:

Despatch of the introduction document in connection with the Proposed Introduction, the Shareholder circular and the related notices of the Extraordinary General Meeting and the separate Class Meetings and the related forms of proxy and reply slips to the Shareholders in relation to the Proposed Withdrawal and the Proposed Introduction	Wednesday, 29 August 2007
Latest time for lodging transfers of the Shares in order to be entitled to attend and vote at the Extraordinary General Meeting and/or the separate Class Meetings	4:30 p.m., Friday, 14 September 2007

Closure of the registers of members of the Company for the determination of entitlements of the Shareholders to attend and vote at the Extraordinary General Meeting and the separate Class Meetings	From Saturday, 15 September 2007 to Monday, 15 October 2007
Latest time for receiving reply slips for the Extraordinary General Meeting and the separate Class Meetings	4:30 p.m., Tuesday, 25 September 2007
Latest time for lodging forms of proxy in respect of the Extraordinary General Meeting	2:00 p.m., Sunday, 14 October 2007
Latest time for lodging forms of proxy in respect of the H Shares Class Meeting	2:30 p.m., Sunday, 14 October 2007
Latest time for lodging forms of proxy in respect of the Domestic Shares Class Meeting	3:00 p.m., Sunday, 14 October 2007
Extraordinary General Meeting	2:00 p.m., Monday, 15 October 2007
H Shares Class Meeting	2:30 p.m. (<i>Note 1</i>), Monday, 15 October 2007
Domestic Shares Class Meeting	3:00 p.m. (<i>Note 2</i>), Monday, 15 October 2007
Announcement of the results of the Extraordinary General Meeting and the Class Meetings on the GEM website	Monday, 15 October 2007
Notice of the Proposed Withdrawal	Monday, 15 October 2007
The CSRC granting approval for the listing of the H Shares on the Main Board on or before	Thursday, 15 November 2007
Announcement in respect of the CSRC granting approval for the Proposed Withdrawal and the Proposed Introduction on or before	Thursday, 15 November 2007
Last day of dealings in the H Shares on GEM	4:00 p.m., Friday, 23 November 2007
Proposed Withdrawal effective from	9:30 a.m., Monday, 26 November 2007
Dealings in the H Shares on the Main Board to commence on	9:30 a.m., Monday, 26 November 2007

Shareholders and potential investors should note that the above expected timetable is subject to change. Further announcement will be made in the event of any change to the above expected timetable.

Notes:

1. This meeting shall commence at 2:30 p.m. or, if later, as soon as practicable after the conclusion of the EGM.
2. This meeting shall commence at 3:00 p.m. or, if later, as soon as practicable after the conclusion of the H Shares Class Meeting.
3. All times refer to Hong Kong local time.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below, unless the context otherwise requires:

“Board”	the board of Directors
“Business Day”	a day on which licensed banks are open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
“Class Meeting(s)”	the Domestic Shares Class Meeting and/or the H Shares Class Meeting
“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, the H shares of which are listed on GEM as at the date of this announcement
“Company’s H-Share Registrar and Transfer Office”	Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“CSRC”	the China Securities Regulatory Commission, a regulatory body responsible for the supervision and regulation of the PRC securities markets
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) issued by the Company, with a Renminbi denominated par value of RMB0.50 each, which were subscribed for by domestic Shareholders and credited as fully paid up in RMB
“Domestic Shares Class Meeting”	the class meeting of the holders of Domestic Shares to be held for the purpose of approving, amongst other things, the Proposed Withdrawal and the Proposed Introduction
“Effective Date”	26 November 2007, the date on which the Proposed Withdrawal and the Proposed Introduction are expected to become effective
“EGM Notice”	the notice convening the EGM

“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held for the purpose of approving, amongst other things, the Proposed Withdrawal and the Proposed Introduction
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the listing committee of the Stock Exchange on GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“H Share(s)”	the 167,570,000 overseas listed foreign invested shares in issue with a nominal value of RMB0.50 each in the share capital of the Company, which are subscribed for and fully paid up in Hong Kong dollar
“H Shares Class Meeting”	the class meeting of the holders of H Shares to be held for the purpose of approving, amongst other things, the Proposed Withdrawal and the Proposed Introduction
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Main Board”	the securities market which has been operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Main Board Listing Committee”	the listing committee of the Stock Exchange
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or, otherwise modified from time to time, and any applicable practice notes, supplementary guidance or other regulations issued by the Stock Exchange
“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
“Proposed Introduction”	the proposed listing of the H Shares on the Main Board by way of introduction pursuant to the Main Board Listing Rules
“Proposed Withdrawal”	the proposed voluntary withdrawal of the listing of the H Shares on GEM
“Share(s)”	Domestic Share(s) and/or H Share(s), as the case may be

“Shareholder(s)”	holder(s) of the Shares
“Sponsor”	Cazenove Asia Limited, a licensed corporation for types 1 (dealing in securities), 4 (advising on securities), 6 (advising on corporate finance) and 9 (asset management) regulated activities under the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency for the time being of the PRC
“%”	per cent.

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, 24 August 2007

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

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting.