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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Anhui Tianda Oil Pipe Company Limited**, you should at once hand this circular together with the enclosed forms of proxy and reply slips to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)**

**PROPOSED 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,  
PROPOSED REDUCTION OF THE MINIMUM NOTICE PERIOD  
IN RESPECT OF THE PROPOSED WITHDRAWAL,  
PROPOSED CHANGE OF DIRECTORS  
AND  
CLOSURE OF REGISTERS OF MEMBERS**

**Sponsor**

**CAZENOVE**

Cazenove Asia Limited

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Notices convening an extraordinary general meeting and the respective class meetings of the holders of Domestic Shares and H Shares to be held on Monday, 15 October 2007 at Zhenxing Road, Tongcheng Town, Tianchang City, Anhui Province, the PRC are set out in this circular.

Whether or not you are able to attend the above meeting(s), please complete and return the relevant enclosed proxy form in accordance with the instructions printed thereon as soon as practicable and in any event by not less than 24 hours before the time appointed for the holding of the relevant meeting or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude you from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should you so wish.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for a minimum period of seven days from the date of publication.

29 August 2007

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## CHARACTERISTICS OF GEM

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**GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professionals and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

**The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.**

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## EXPECTED TIMETABLE

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

Despatch of the Introduction Document, 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

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## EXPECTED TIMETABLE

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Announcement of results of the Extraordinary General Meeting and the separate 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.

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## DEFINITIONS

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

“Articles” or “Articles of Association”	the articles of association of the Company adopted by resolutions of the Shareholders on 29 June 2006, and subsequently amended
“Board”	the board of Directors
“Business Day(s)”	a day that is not a Saturday, Sunday or a public holiday in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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 circular
“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”	China Securities Regulatory Commission (中國證券監督管理委員會), 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 are subscribed for by domestic Shareholders and credited as fully paid up in RMB

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## DEFINITIONS

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“Domestic Shares Class Meeting”	the class meeting of the holders of Domestic Shares to be held for the purpose of approving the Proposed Withdrawal, the Proposed Introduction and the proposed reduction of the minimum notice period, further details of which are contained in the notice convening the said meeting set out in this circular
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held for the purpose of approving the Proposed Withdrawal, the Proposed Introduction, the proposed appointment of an independent non-executive Director and the proposed reduction of the minimum notice period, further details of which are contained in the notice convening the said meeting set out in this circular
“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
“H Share(s)”	the overseas listed foreign share(s) in the share capital of the Company which are listed on GEM with a nominal value of RMB0.50 each, and which are subscribed for and traded in Hong Kong dollars
“H Shares Class Meeting”	the class meeting of the holders of H Shares to be held for the purpose of approving the Proposed Withdrawal, the Proposed Introduction and the proposed reduction of the minimum notice period, further details of which are contained in the notice convening the said meeting set out in this circular
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Introduction Document”	the listing document dated 29 August 2007 and issued by the Company for the Proposed Introduction
“Latest Practicable Date”	22 August 2007, being the latest practicable date prior to the printing of this circular for the purposes of ascertaining certain information contained herein

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## DEFINITIONS

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“Main Board”	the securities market 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 Committee”	the listing committee of the Stock Exchange
“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 GEM to the Main Board
“PRC”	the People’s Republic of China, which for the purposes of this circular, 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
“Prospectus”	the prospectus of the Company dated 27 November 2006
“Share(s)”	share(s) of the Company, including the Domestic Share(s) and the H Share(s), unless specified otherwise
“Shareholder(s)”	holders of the Share(s), including holder(s) of the Domestic Share(s) and the H Share(s), unless specified otherwise
“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





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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Ye Shi Qu (*Chairman*)

Zhang Hu Ming (*Deputy Chairman*)

Xie Yong Yang

*Non-executive Directors:*

Zhang Jian Huai

Liu Peng

*Independent non-executive Directors:*

Wu Chang Qi

Wang Xiu Zhi

Zhao Bin

*Registered address:*

Zhenxing Road

Tongcheng Town

Tianchang City

Anhui Province

PRC

*Principal place of business  
in Hong Kong:*

Room 2906

China Online Centre

333 Lockhart Road

Wanchai

Hong Kong

29 August 2007

*To Shareholders*

Dear Sir or Madam,

**PROPOSED 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,  
PROPOSED REDUCTION OF THE MINIMUM NOTICE PERIOD  
IN RESPECT OF THE PROPOSED WITHDRAWAL,  
PROPOSED CHANGE OF DIRECTORS  
AND  
CLOSURE OF REGISTERS OF MEMBERS**

#### **INTRODUCTION**

On 24 August 2007, the Board announced that the Extraordinary General Meeting and the Class Meetings (as the case may be) will be held on Monday, 15 October 2007 to consider and, if thought fit, pass the resolutions approving the Proposed Withdrawal, the Proposed Introduction, the proposed reduction of minimum notice period as referred to therein and below and the proposed appointment of Mr. Li Chi Chung as an independent non-executive Director, and the registers of members of the

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## LETTER FROM THE BOARD

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Company will be closed from Saturday, 15 September 2007 to Monday, 15 October 2007 (both dates inclusive). This circular provides you with, amongst other things, further information in relation to the above and the notices convening the Extraordinary General Meeting and the separate Class Meetings.

### **THE PROPOSED WITHDRAWAL AND THE PROPOSED INTRODUCTION**

Reference is made to the Company's circular dated 3 May 2007 containing the notices to convene an extraordinary general meeting and two class meetings of the Shareholders for the purpose of, amongst other things, enabling the Company to make the relevant application to the CSRC for the Main Board Migration. At the said Shareholders' meetings held on 18 June 2007, the requisite approvals were obtained from the Shareholders, and the Company submitted its application to the CSRC subsequently. Since the aforesaid Shareholders' meetings which were convened for the purpose of, amongst other things, enabling the Company to make the relevant application to the CSRC for the Main Board Migration, further Shareholders' meetings, namely the Extraordinary General Meeting and the Class Meetings, are required for the purpose of approving the Proposed Withdrawal and the Proposed Introduction.

On 29 June 2007, the Company received the CSRC's notice of acceptance of the Company's application for the Main Board Migration. On 3 July 2007, 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 24 August 2007, the Stock Exchange informed the Sponsor that the Main Board Listing Committee had granted an approval in principle for the Proposed Introduction.

### **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.

In view of the above, the Directors have resolved to convene the Extraordinary General Meeting and the separate Class Meetings on Monday, 15 October 2007 for the purpose of considering and, if thought fit, approving, amongst other things, the Proposed Withdrawal and the Proposed Introduction, which are required to be approved by special resolution at such meetings.

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## LETTER FROM THE BOARD

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### **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 of the Proposed Withdrawal;
- (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**

- (i) *H Shares will continue to be eligible for admission into CCASS*

The H Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from 1 December 2006, the date on which dealings in the H Shares on GEM commenced. If the Stock Exchange grants the listing of, and permission to deal in, the H Shares on the Main Board and the Company continues to comply with the stock

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## LETTER FROM THE BOARD

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admission requirements of HKSCC, the H Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the H Shares on the Main Board. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. Investors should seek advice from their licensed securities dealer or registered institution in securities or other professional adviser for details of those settlement arrangements, as such arrangements will affect their rights and interests.

All necessary arrangements have been made for the H Shares in issue to continue to be admitted into CCASS. All activities under CCASS are subject to the general rules of CCASS and CCASS operational procedures in effect from time to time.

(ii) *Share certificates and trading*

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, the trading currency of the H Shares and 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.**

(iii) *Hong Kong stamp duty*

Dealings in the H Shares registered in the Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty.

(iv) *Hong Kong H Share register*

The register of members of the Domestic Shares will be maintained in the PRC by China Securities Depositing and Clearing Corporation Limited and the register of members of the H Shares will be maintained in Hong Kong by Company's H-Share Registrar and Transfer Office. Unless the Directors otherwise agree, all transfers and other documents of title of H Shares for the purposes of trading on the Main Board must be lodged for registration with and registered by the Company's H-Share Registrar and Transfer Office and may not be lodged in the PRC.

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## LETTER FROM THE BOARD

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(v) *Professional tax advice recommended*

If you are unsure about the taxation implications of purchasing, holding or disposing of or dealing in the H Shares, you should consult an expert. The Company, the Sponsor, any of their respective directors, officers, employees and/or representatives or other parties involved in the Main Board Migration do not accept responsibility for any tax effects on, or liability of, any person resulting from purchasing or holding or disposing of or dealing in the H Shares or any rights thereof.

(vi) *No change in business*

Save for the business development, plans and objectives stated in the Prospectus and the Introduction Document, no material change in the business of the Company is being contemplated following the Proposed Withdrawal and the Proposed Introduction.

(vii) *Financial reporting*

After the implementation of the Proposed Introduction, 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.

### **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;

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## LETTER FROM THE BOARD

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- (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.

Accordingly, the Extraordinary General Meeting and the separate Class Meetings are convened to seek the approval of the Shareholders for, amongst other things, the Proposed Withdrawal and the proposed reduction in the minimum notice period for the Proposed Withdrawal. After Shareholders' approval shall have been obtained, a notice of the Proposed Withdrawal will be published at least five clear Business Days prior to the effective date of the Proposed Withdrawal.

The Directors consider that it is in the interests of the Company and the Shareholders as a whole that the minimum 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 Class Meetings as well as from the CSRC and the Stock Exchange.

### **APPOINTMENT AND RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

On 24 August 2007, the Board announced that Mr. Wang Xiu Zhi had notified the Company of his intention 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 due to health reasons and that he had 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 will 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.

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## LETTER FROM THE BOARD

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### **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 on the Main Board.

Mr. Li's appointment is expected to be starting 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. Pursuant to the service contract dated 16 August 2007, 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. 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.

### **CLOSURE OF REGISTERS OF MEMBERS**

The registers of members of the Company will be closed from Saturday, 15 September 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 Extraordinary General Meeting 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. 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.



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## **LETTER FROM THE BOARD**

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### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In view of the Proposed Introduction and Proposed Withdrawal and for the purposes of complying with the Main Board Listing Rules and the relevant laws and regulations in the PRC, special resolutions were proposed at the extraordinary general meeting and class meetings of Shareholders held on 18 June 2007 to approve, on a conditional basis, the necessary amendments to the Articles so as to conform them with the relevant laws, rules and regulations in the PRC and Hong Kong. The relevant special resolutions were passed at the said Shareholders' meetings. The said amendments to the Articles will take effect on the date of and subject to the Main Board Migration becoming effective.

### **RECOMMENDATION**

The Board is of the view that the Proposed Withdrawal, the Proposed Introduction, the proposed reduction in the minimum notice period for the Proposed Withdrawal and the appointment of Mr. Li Chi Chung as an independent non-executive Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Extraordinary General Meeting and the Class Meetings.

### **THE EXTRAORDINARY GENERAL MEETING AND THE CLASS MEETINGS**

An EGM will be held on Monday, 15 October 2007 to consider and, if thought fit, pass the special resolution approving the Proposed Withdrawal, the Proposed Introduction and the proposed reduction of notice period as referred to in this circular and an ordinary resolution approving 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, if thought fit, pass the special resolution approving the Proposed Withdrawal, the Proposed Introduction and the proposed reduction of notice period as referred to in this circular. 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.

Also contained in this circular are the notices convening the respective Extraordinary General Meeting and the Class Meetings to be held on Monday, 15 October 2007 at Zhenxing Road, Tongcheng Town, Tianchang City, Anhui Province, the PRC.

If you intend to attend the Extraordinary General Meeting and/or the relevant Class Meeting(s), please complete and return the relevant reply slip enclosed herewith in accordance with the instructions printed thereon as soon as possible such that the reply slip will be received by the Company (with respect to the holders of Domestic Shares) and the Company's H-Share Registrar and Transfer Office (with respect to the holders of H Shares) on or before 4:30 p.m., Tuesday, 25 September 2007.

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## LETTER FROM THE BOARD

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The forms of proxy for use at the respective Extraordinary General Meeting and Class Meetings are also enclosed herewith. Whether or not you are able to attend the Extraordinary General Meeting and/or the relevant Class Meeting(s), you are requested to complete and return the enclosed form of proxy to the Company (in the case of proxy form for the holders of Domestic Shares) or the Company's H-Share Registrar and Transfer Office (in the case of proxy form for the holders of H Shares) in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the Extraordinary General Meeting and the separate Class Meetings or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting and/or the relevant Class Meeting(s) or any adjournment thereof should you so wish.

### **POLL PROCEDURE**

Set out below is the procedure by which Shareholders and the chairman of any Shareholders' meeting may demand a poll pursuant to article 74 of the Articles, subject to the requirements under the GEM Listing Rules:

“At any general meeting of shareholders, a resolution shall be decided on a show of hands unless a poll is demanded before or after any vote by show of hands by:

- (1) the chairman of the meeting;
- (2) at least two shareholders, who possess the right to vote, present in person or by proxy; or
- (3) any shareholder or shareholders present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all shareholders having the right to attend and vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of that fact, without having to prove the number or proportion of the votes recorded in favour of or against such resolution, that the resolution has been carried.

A demand for a poll may be withdrawn by the person who makes the demand.”

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## LETTER FROM THE BOARD

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### ADDITIONAL INFORMATION

Your attention is also drawn to the Introduction Document despatched by the Company to you on 29 August 2007.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief:

- (i) the information contained in this circular 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 circular misleading; and
- (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

### MISCELLANEOUS

In the event of inconsistency, the English language text of this circular shall prevail over the Chinese language text.

#### **Warning:**

**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 above 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.**

Yours faithfully,  
For and behalf 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*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 “**Extraordinary General Meeting**”) 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 Zhenxing Road, Tongcheng Town, Tianchang City, Anhui Province, the People’s Republic of China (the “**PRC**”) on Monday, 15 October 2007 at 2:00 p.m. for the purpose of considering and, if thought fit, with or without modification, passing the following resolutions:

### **ORDINARY RESOLUTION**

“**THAT** Mr. Li Chi Chung be elected as an independent non-executive director of the Company and approve the remuneration of Mr. Li Chi Chung as an independent non-executive director of the Company.”

### **SPECIAL RESOLUTION**

“**THAT** conditional upon or subject to (as the case may be) (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 board of directors of the Stock Exchange with responsibility for GEM (“**GEM Listing Committee**”) granting, or agreeing to grant, a withdrawal of the listing of the H shares of RMB0.50 each in the share capital of the Company (“**H Shares**”) in issue from GEM (the “**Proposed Withdrawal**”), (2) the listing sub-committee of the board of directors of the Stock Exchange and/or the Stock Exchange granting, or agreeing to grant, approval of the listing of, and permission to deal in, H Shares 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 Withdrawal and the Proposed Introduction, (4) the GEM Listing Committee and/or GEM granting a waiver for the reduction of the notice period (“**Notice Period**”) under rule 9.19(3) of the Rules Governing the Listing of Securities on GEM (“**GEM Listing Rules**”), and (5) the publication by the Company of the notice required by rule 9.19(3) of the GEM Listing Rules in respect of the Proposed Withdrawal (subject to any waiver that may be granted by the GEM Listing Committee and/or GEM),

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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the Proposed Withdrawal and the Proposed Introduction be and are hereby approved and confirmed, and the Notice Period shall be reduced to not less than five business days (as defined in the GEM Listing Rules); the listing of 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 are 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/they 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.”

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, the PRC, 29 August 2007

*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Saturday, 15 September to Monday, 15 October 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 close of business on Friday, 14 September 2007 are entitled to attend and vote at the Extraordinary General Meeting following completion of the registration procedures.

To qualify for attendance and voting at the Extraordinary General Meeting, 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 Friday, 14 September 2007. The address of the Company’s H-Share Registrar and Transfer Office is as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712-16, 17th Floor, Hopewell Centre  
183 Queen’s Road East  
Wanchai  
Hong Kong

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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The Company will not process registration of transfers of domestic shares of the Company (“**Domestic Shares**”) from Saturday, 15 September to Monday, 15 October 2007 (both days inclusive). Holders of Domestic Shares whose names appear on the register of Domestic Shares at the close of business on Friday, 14 September 2007 are entitled to attend and vote at the Extraordinary General Meeting. Holders of Domestic Shares should contact the secretary to the board (“**Secretary to the Board**”) of directors of the Company (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 registered address not later than 4:30 p.m. on Friday, 14 September 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 Extraordinary General Meeting should complete and return the reply slip for attending the Extraordinary General Meeting 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 Extraordinary General Meeting (i.e. on or before Tuesday, 25 September 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 Extraordinary General Meeting (i.e. on or before Tuesday, 25 September 2007).

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

Zhenxing Road

Tongcheng Town

Tianchang City

Anhui Province

the PRC

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 Extraordinary General Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Extraordinary General Meeting on his 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.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (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 Extraordinary General Meeting 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 (address: Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the Extraordinary General Meeting.
- (F) Each holder of Domestic Shares who is entitled to attend and vote at the Extraordinary General Meeting may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Extraordinary General Meeting 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 Extraordinary General Meeting. 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 Extraordinary General Meeting. 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 Extraordinary General Meeting, 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 Extraordinary General Meeting is expected to last for not more than half a day. Shareholders who attend the Extraordinary General Meeting shall bear their own travelling and accommodation expenses.

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## NOTICE OF H SHARES CLASS MEETING

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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 CLASS MEETING OF THE HOLDERS OF H SHARES

**NOTICE IS HEREBY GIVEN THAT** a class meeting (the “**H Shares Class Meeting**”) of the holders of overseas listed foreign invested shares (“**H Shares**”) in the share capital 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 Zhenxing Road, Tongcheng Town, Tianchang City, Anhui Province, the People's Republic of China (the “**PRC**”) on Monday, 15 October 2007 at 2:30 p.m. for the purpose of considering and, if thought fit, with or without modification, passing the following special resolution:

#### **SPECIAL RESOLUTION**

“**THAT** conditional upon or subject to (as the case may be) (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 board of directors of the Stock Exchange with responsibility for GEM (“**GEM Listing Committee**”) granting, or agreeing to grant, a withdrawal of the listing of the H shares of RMB0.50 each in the share capital of the Company (“**H Shares**”) in issue from GEM (the “**Proposed Withdrawal**”), (2) the listing sub-committee of the board of directors of the Stock Exchange and/or the Stock Exchange granting, or agreeing to grant, approval of the listing of, and permission to deal in, H Shares 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 Withdrawal and the Proposed Introduction, (4) the GEM Listing Committee and/or GEM granting a waiver for the reduction of the notice period (“**Notice Period**”) under rule 9.19(3) of the Rules Governing the Listing of Securities on GEM (“**GEM Listing Rules**”), and (5) the publication by the Company of the notice required by rule 9.19(3) of the GEM Listing Rules in respect of the Proposed Withdrawal (subject to any waiver that may be granted by the GEM Listing Committee and/or GEM), the Proposed Withdrawal and the Proposed Introduction be and are hereby approved and confirmed, and the Notice Period shall be reduced to not less than five business days (as defined in the GEM Listing Rules); the listing of 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 are hereby authorised generally (i) to make any application and



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## NOTICE OF H SHARES CLASS MEETING

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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/they 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.”

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, the PRC, 29 August 2007

*Notes:*

- (A) The Company will not process registration of transfers of the H shares of the Company (“**H Shares**”) from Saturday, 15 September to Monday, 15 October 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 close of business on Friday, 14 September 2007 are entitled to attend and vote at the H Shares Class Meeting following completion of the registration procedures.

To qualify for attendance and voting at the H Shares Class Meeting, 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 Friday, 14 September 2007. The address of the Company’s H-Share Registrar and Transfer Office is as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712-16, 17th Floor, Hopewell Centre  
183 Queen’s Road East  
Wanchai  
Hong Kong

- (B) Holders of H Shares who intend to attend the H Shares Class Meeting 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 H Shares Class Meeting (i.e. on or before Tuesday, 25 September 2007).

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## NOTICE OF H SHARES CLASS MEETING

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- (C) Each holder of H Shares entitled to attend and vote at the H Shares Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the H Shares Class Meeting on his 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 H Shares Class Meeting 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 (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 (address: Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the H Shares Class Meeting.
- (F) A Shareholder or his proxy should produce proof of identity when attending the H Shares Class Meeting. 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 H Shares Class Meeting, 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.
- (G) The H Shares Class Meeting is expected to last for not more than half a day. Shareholders who attend the H Shares Class Meeting shall bear their own travelling and accommodation expenses.

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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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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 CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES**

**NOTICE IS HEREBY GIVEN THAT** a class meeting (the “**Domestic Shares Class Meeting**”) of the holders of domestic shares 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 Zhenxing Road, Tongcheng Town, Tianchang City, Anhui Province, the People’s Republic of China (the “**PRC**”) on Monday, 15 October 2007 at 3:00 p.m. for the purpose of considering and, if thought fit, with or without modification, passing the following special resolution:

#### **SPECIAL RESOLUTION**

“**THAT** conditional upon or subject to (as the case may be) (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 board of directors of the Stock Exchange with responsibility for GEM (“**GEM Listing Committee**”) granting, or agreeing to grant, a withdrawal of the listing of the H shares of RMB0.50 each in the share capital of the Company (“**H Shares**”) in issue from GEM (the “**Proposed Withdrawal**”), (2) the listing sub-committee of the board of directors of the Stock Exchange and/or the Stock Exchange granting, or agreeing to grant, approval of the listing of, and permission to deal in, H Shares 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 Withdrawal and the Proposed Introduction, (4) the GEM Listing Committee and/or GEM granting a waiver for the reduction of the notice period (“**Notice Period**”) under rule 9.19(3) of the Rules Governing the Listing of Securities on GEM (“**GEM Listing Rules**”), and (5) the publication by the Company of the notice required by rule 9.19(3) of the GEM Listing Rules in respect of the Proposed Withdrawal (subject to any waiver that may be granted by the GEM Listing Committee and/or GEM), the Proposed Withdrawal and the Proposed Introduction be and are hereby approved and confirmed, and the Notice Period shall be reduced to not less than five business days (as defined in the GEM Listing Rules); the listing of 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

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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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secretary of the Company be and are 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/they 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.”

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, the PRC, 29 August 2007

*Notes:*

- (A) The Company will not process registration of transfers of domestic shares of the Company (“**Domestic Shares**”) from Saturday, 15 September 2007 to Monday, 15 October 2007 (both days inclusive). Holders of Domestic Shares whose names appear on the register of Shares of the Company at the close of business on Friday, 14 September 2007 are entitled to attend and vote at the Domestic Shares Class Meeting. Holders of Domestic Shares should contact the secretary to the board (the “**Secretary to the Board**”) of directors of the Company (whose contact details are set out in note (B) below) for details concerning registration of transfers of Domestic Shares.
- (B) Holders of Domestic Shares who intend to attend the Domestic Shares Class Meeting 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 Domestic Shares Class Meeting (i.e. on or before Tuesday, 25 September 2007).

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

Zhenxing Road  
Tongcheng Town  
Tianchang City  
Anhui Province  
the PRC  
Postal Code: 239311  
Contact person: Mr Chen Dong  
Telephone No.: (86) 550 7518 500  
Facsimile No.: (86) 550 7511 023

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## NOTICE OF DOMESTIC SHARES CLASS MEETING

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- (C) Each holder of Domestic Shares entitled to attend and vote at the Domestic Shares Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Domestic Shares Class Meeting on his 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 Domestic 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 authorized 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 Domestic Shares Class Meeting 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 Secretary to the Board not less than 24 hours before the time appointed for the Domestic Shares Class Meeting. The address of the Secretary to the Board is stated in note (B) above.
- (F) A Shareholder or his proxy should produce proof of identity when attending the Domestic Shares Class Meeting. 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 Domestic Shares Class Meeting, 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.
- (G) The Domestic Class Meeting is expected to last for not more than half a day. Shareholders who attend the Domestic Class Meeting shall bear their own travelling and accommodation expenses.