



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 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).
- (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.

As at the date of this notice, 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 notice 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.