

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Anhui Tianda Oil Pipe Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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: 839)

**PROPOSED 2015 INTERIM DIVIDEND DISTRIBUTION PLAN
AND
NOTICE OF SPECIAL GENERAL MEETING**

A letter from the Board is set out on pages 2 to 5.

A notice convening the special general meeting of the Company to be held at 2:00 p.m. at the registered office of the Company at Zhenxing Road, Tongcheng Town, Tianchang City, Anhui Province, the PRC on 10 December 2015 is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 24 hours before the time of the meeting or any adjournment thereof (i) in the case of H Shareholders, to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and (ii) in the case of Domestic Shareholders, to the registered office of the Company at Zhenxing Road, Tongcheng Town, Tianchang City, Anhui Province, the PRC. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

13 November 2015

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DEFINITIONS

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

“Articles”	means the articles of association of the Company currently in force
“Associates”	has the meaning ascribed to it under the Listing Rules
“Board”	means the board of Directors of the Company
“Company”	means 安徽天大石油管材股份有限公司 (Anhui Tianda Oil Pipe Company Limited), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Stock Exchange
“Director(s)”	means the director(s) of the Company
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	means 6 November 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	means the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	means Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“SGM”	means the special general meeting of the Shareholders of the Company to be convened and held on 10 December 2015 for the purpose of approving the proposed 2015 interim dividend distribution plan
“Shareholders”	means holder(s) of the Shares
“Shares”	means the Domestic Shares and the H Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited



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Executive Directors:

Ye Shiqu
Zhang Huming
Fu Jun

Non-executive Director:

Liu Peng
Bruno Saintes

Independent non-executive Directors:

Zhao Bin
Wang Bo
Wang Jie

*Registered office and Principal place of
business in the PRC:*

Zhenxing Road
Tongcheng Town
Tianchang City
Anhui Province
PRC

13 November 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED 2015 INTERIM DIVIDEND DISTRIBUTION PLAN
AND
NOTICE OF SPECIAL GENERAL MEETING**

I. INTRODUCTION

Reference is made to the Company's result announcement dated 21 August 2015, in which the Board has recommended the payment of an interim special dividend of RMB0.12 per Share (before tax) of the Company for the six months ended 30 June 2015. This circular is to provide you with information regarding the proposed payment of such interim special dividend to allow you to make an informed decision on voting in respect of the resolution to be proposed at the SGM.

II. PROPOSED 2015 INTERIM DIVIDEND DISTRIBUTION PLAN

1. Proposed distribution of interim special dividend

According to the Articles of Association, an ordinary resolution will be proposed at the SGM to approve the Company's profit distribution plan for the six months ended 30 June 2015.

LETTER FROM THE BOARD

For the six months ended 30 June 2015, the Board has proposed an interim dividend of RMB0.12 per Share (before tax) and RMB120,915,120 in aggregate (before tax). Such dividends will be paid to holders of Domestic Shares in RMB and to holders of H Shares in HK\$. The actual amount of H Share dividend paid in Hong Kong dollars will be calculated according to the average closing exchange rate of RMB against Hong Kong dollars as published by the People's Bank of China for one calendar week preceding the date of SGM. If the above profit distribution proposal is approved by the Shareholders at the SGM, the interim special dividend will be paid to the holders of H Shares on or about 15 January 2016 whose names appear on the register of members for H Shares of the Company on 21 December 2015.

In order to determine the holders of Shares who are entitled to the receipt of the interim special dividend, the register of members of the Company will be closed from 16 December 2015 to 21 December 2015 (both days inclusive). To be eligible to receive the 2015 interim special dividend (subject to the approval of the Shareholders), unregistered holders of H Shares of the Company shall lodge relevant share transfer documents with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 15 December 2015.

2. Taxation

Pursuant to the Corporate Income Tax Law of the PRC and its implementation rules and other relevant rules, where the Company distributes the proposed interim special dividend for the six months ended 30 June 2015 to non-resident enterprise Shareholders whose names appear on the register of members for H Shares of the Company, it is required to withhold corporate income tax at the rate of 10%. Any H Shares registered in the name of non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organisations or groups, will be treated as Shares being held by non-resident enterprise Shareholders, and consequently will be subject to the withholding of the corporate income tax.

Pursuant to the PRC Individual Income Tax Law, the Implementation Regulations of the Individual Income Tax Law, the Tentative Measures on Withholding and Payment of Individual Income Tax and other relevant laws and regulations, the foreign individuals who are the holders of H shares shall pay individual income tax at a tax rate of 20% upon their receipt of distribution of dividend from domestic enterprises which issued such H shares, which shall be withheld and paid by such domestic enterprises on behalf of the such individual H shareholders. However, the Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax effective from 13 May 1994 (the "1994 Notice") grants exemption to foreign individuals from PRC individual income tax on dividend from foreign-invested enterprises. Since the Company is a "foreign-invested enterprise" as approved by the relevant PRC authorities, the individual Shareholders who hold the Company's H Shares and whose names appear on the register of members of H Shares of the

LETTER FROM THE BOARD

Company (the “**Individual H Shareholders**”) are not required to pay PRC individual income tax when the Company distributes the proposed interim special dividend for the six months ended 30 June 2015 based on the 1994 Notice. Therefore, the Company will not withhold any amount of such interim special dividend to be distributed to the Individual H Shareholders to pay the PRC individual income tax.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the holders of H Shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the holders of H Shares or any disputes over the withholding mechanism or arrangements. Shareholders are recommended to consult their tax advisors regarding the ownership and disposal of H Shares of the Company in the PRC and in Hong Kong and other tax effects.

III. RECOMMENDATION

The Directors recommend that all Shareholders to vote in favour of the proposed 2015 interim dividend distribution plan, namely, the proposed distribution of an interim special dividend of RMB0.12 per Share (before tax) and RMB120,915,120 in aggregate (before tax) for the six months ended 30 June 2015, and to further authorise the Board to take necessary actions for the implementation of such plan in accordance with relevant applicable laws and regulations.

IV. SPECIAL GENERAL MEETING

The SGM will be convened to approve the proposed 2015 interim dividend distribution plan. Approval of the proposed 2015 interim dividend distribution plan will be by ordinary resolution of the Shareholders. The notice for convening the SGM to be held at 2:00 p.m. on 10 December 2015 at the registered office of the Company at Zhenxing Road, Tongcheng Town, Tiancheng City, Anhui Province, the PRC, is set out on pages 6 to 7 of this circular.

According to Rule 13.39(4) of the Listing Rules, the voting on the resolution at the SGM will be taken by way of poll.

No Shareholder is required to abstain from voting for the resolution proposed at the SGM.

V. BOOK CLOSE PERIOD

The register of members of the H Shares will be closed from 30 November 2015 to 10 December 2015 (both days inclusive) in accordance with the Articles of Association. During such period, no transfer of H Shares will be registered. In order to qualify to attend and vote at the SGM, holders of H Shares whose transfers have not been registered must deposit their instruments of transfer together with the relevant share certificates at the Company’s H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17/F., Hopewell Center, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 27 November 2015.

LETTER FROM THE BOARD

VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Your faithfully,
For and on behalf of the Board
Anhui Tianda Oil Pipe Company Limited
Ye Shiqu
Chairman



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)

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NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting (the “**Meeting**”) of Anhui Tianda Oil Pipe Company Limited (the “**Company**”) will be held at Zhenxing Road, Tongcheng Town, Tianchang City, Anhui Province, the People’s Republic of China (the “**PRC**”) on 10 December 2015 at 2:00 p.m. (or at any adjournment thereof) for the following purposes:

ORDINARY RESOLUTION

1. To consider and approve the Company’s 2015 interim dividend distribution plan, namely, the proposed distribution of an interim special dividend of RMB0.12 per share (before tax) of the Company and RMB120,915,120 in aggregate (before tax) for the six months ended 30 June 2015, and to further authorise the board (the “**Board**”) of directors (the “**Directors**”) of the Company to take necessary actions for the implementation of such plan in accordance with relevant applicable laws and regulations.

Your faithfully,
For and on behalf of the Board
Anhui Tianda Oil Pipe Company Limited
Ye Shiqu
Chairman

Anhui China, the PRC
13 November 2015

Notes:

1. A member of the Company (“**Member**”) entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the Meeting is enclosed herewith. In the case of the joint holders of any Share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share.
2. For the purpose of ascertaining shareholders’ right to attend and vote at the Meeting of the Company, the Register of Members of the Company will be closed from 30 November 2015 to 10 December 2015, both days inclusive, during which period no transfer of shares will be effected. In order for a shareholder to be eligible to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Company’s transfer

office and share registrar in Hong Kong, whose address is Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 27 November 2015.

3. For the purpose of ascertaining shareholders’ entitlement to the proposed interim special dividend, the Register of Members of the Company will be closed from 16 December 2015 to 21 December 2015, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed interim special dividend (subject to shareholders’ approval at the Meeting), all transfers accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Company’s transfer office and share registrar in Hong Kong, whose address is Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 15 December 2015.
4. Whether or not the holders of H shares of the Company who intend to attend the Meeting shall complete the enclosed reply slip for the Meeting and return it, by hand or by post, to the Company’s H share registrar Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or by fax on or before 5 December 2015.
5. Whether or not the holders of domestic shares of the Company who intend to attend to the Meeting shall complete the enclosed reply slip for the Meeting and return it, by hand or by post, to the Company’s mailing address at Zhenxing Road, Tongcheng Town, Tianchang City, Anhui Province, the PRC, or by fax on or before 5 December 2015.

As at the date of this notice, the Board comprises three executive Directors: Mr. Ye Shiqu, Mr. Zhang Hu Ming and Ms Fu Jun; two non-executive Directors: Mr. Liu Peng and Mr. Bruno Saintes; and three independent non-executive Directors: Mr. Zhao Bin, Mr. Wang Bo and Mr. Wang Jie.