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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)

CLARIFICATION ON PROFIT WARNING ANNOUNCEMENT

Reference is made to the announcement of Anhui Tianda Oil Pipe Company Limited (the “**Company**”) dated 2 February 2016 (the “**Joint Announcement**”) made pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) and the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcement unless the context herein requires otherwise.

Reference is also made to the announcement of the Company dated 19 February 2016 in relation to a profit warning (the “**Profit Warning**”) for the year ended 31 December 2015 (the “**Profit Warning Announcement**”). This clarification announcement is published in accordance with Practice Note 2 of the Takeovers Code.

The Directors would like to clarify that the expectation of a consolidated loss of the Company for the year ended 31 December 2015 as referred to in the Profit Warning Announcement issued is regarded as a profit forecast under Rule 10 of the Takeovers Code and would need to be reported on by the Company’s financial advisers and auditors or accountants in accordance with Rule 10.4 of the Takeovers Code, and their reports must be included in the next document sent to the shareholders of the Company (“**Shareholders**”) under Rule 10.4 of the Takeovers Code.

Since the Profit Warning Announcement is required to be made pursuant to Rule 13.09 of the Listing Rules and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), which requires the Company to issue a profit warning announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code. The Company would like to draw the attention of the Shareholders and potential investors that the Profit Warning Announcement does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors should exercise caution in placing reliance on such forecasts in assessing the merits and demerits of the Sale and Purchase Agreement and the General Offer and when dealing in the securities of the Company.

Under Practice Note 2 of the Takeovers Code, the reports from the Company's financial advisers and auditors or accountants on the Profit Warning are required to be included in the next document to be sent to the Shareholders. As the results announcement of the Company for year ended 31 December 2015 is expected to be published prior to the despatch of the next document to be sent to the Shareholders, the requirement of "reporting on" under Rule 10 of the Takeovers Code for the Profit Warning is expected to be superseded by the publication of the results of the Company and the relevant results together with the notes to the financial statements will be included in the next document to be sent to the Shareholders.

Save for the clarification stated in this announcement, all information in the Profit Warning Announcement remains unchanged.

Warning:

Shareholders and potential investors should note that the Profit Warning Announcement does not meet the standard required by Rule 10 of the Takeovers Code and have not been reported on in accordance with the Takeovers Code. Shareholders and potential investors should therefore exercise caution in placing reliance on the Profit Warning Announcement in assessing the merits and demerits of the transaction contemplated under the Sale and Purchase Agreement or the General Offer.

Shareholders and potential investors should note that there is no assurance that the transaction contemplated under the Sale and Purchase Agreement or the General Offer will materialise or eventually be consummated. Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the Shares of the Company and if they are in any doubt about their position, they should consult their professional adviser(s).

By order of the Board

Ye Shi Qu

Chairman

23 February 2016

As at the date of this announcement, the Board comprises Ye Shi Qu, Zhang Hu Ming and Fu Jun as executive directors; Liu Peng and Bruno Saintes as non-executive directors; and Zhao Bin., Wang Bo and Wang Jie as independent non-executive directors.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, their opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.