

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

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 7 October 2016 at 2:00 p.m. (or at any adjournment thereof) to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

“**THAT:**

- (a) the Company’s special dividend distribution plan, namely, the proposed distribution of a special dividend of RMB0.301459 per share (inclusive of tax) of the Company and RMB303,758,000 in aggregate (inclusive of tax) for the 12 months ended 31 December 2015, be and is hereby approved; and the board of directors of the Company be and is hereby authorised to take all necessary actions for the implementation of such plan in accordance with relevant applicable laws and regulations;”

“**THAT:**

- (b) Mr. Bogdan Codrut Burchil be appointed as the chairman and executive director of the Company with effect from the closing date for the Offer (as defined in the circular of the Company dated 10 September 2016 (the “**Circular**”));
- (c) Mr. Pascal Gustave Ulysse Braquehais be appointed as the non-executive director of the Company and the member of the audit committee, remuneration committee, and nomination committee of the Company with effect from the closing date for the Offer (as defined in the Circular);
- (d) Mr. Edouard Frederic Guinotte be appointed as the non-executive director of the Company with effect from the closing date for the Offer (as defined in the Circular);
- (e) Mr. Jean-Pierre Michel as the Company’s supervisor with effect from the closing date for the Offer (as defined in the Circular);

SPECIAL RESOLUTIONS

“THAT:

- (f) the proposed amendments to the articles of association (the **”Articles”**) of the Company (details of which are set out in the appendix to the Circular) be and are hereby considered and approved, and will become legal and effective subject to registration and filing with the relevant governmental or regulatory authorities;
- (g) any one director or secretary to the board of directors of the Company be and is hereby authorised to deal with on behalf of the Company the relevant filing, amendments and registration (where necessary) procedures and other related issues arising from the amendments to the Articles;”

“THAT:

- (h) the voluntary withdrawal of the listing of the H Shares from The Hong Kong Stock Exchange Limited, be and is hereby approved;
- (i) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal,

subject to (i) the Effective Transfer Date taking place; (ii) the unconditional mandatory cash offer being made by Anglo Chinese Corporate Finance, Limited, for and on behalf of Vallourec Tubes SAS, for the H Shares (other than those H Shares already owned by or agreed to be acquired by Vallourec Tubes SAS, and parties acting in concert with it at the time when the offer is made) at a price of either HK\$1.66 per H Share (if this resolution and the equivalent resolution at the H Share class meeting are not approved) or HK\$1.67 per H Share (if both such resolutions are approved) (the **“Offer”**); and (iii) the offer period ending in respect of the Offer.”

On behalf of the Board
Anhui Tianda Oil Pipe Company Limited
Ye Shi Qu
Chairman

Anhui, the PRC

10 September 2016

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 Member’s right to attend and vote at the Meeting of the Company, the Register of Members of the Company will be closed from 27 September 2016 to 7 October 2016, both days inclusive, during which period no transfer of shares will be effected. In order for a Member 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 26 September 2016.
3. For the purpose of ascertaining Member’s entitlement to the proposed interim special dividend, the Register of Members of the Company will be closed from 14 October 2016 to 18 October 2016, 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 Member’s 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 13 October 2016.
4. Whether or not the H Shareholders 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 1 October 2016.
5. Whether or not the holders of domestic 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 mailing address at Zhenxing Road, Tongcheng Town, Tianchang City, Anhui Province, the PRC, or by fax on or before 1 October 2016.
6. As at the date of this announcement, 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.