



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)

Proxy form for use at the SGM (as defined below) or any adjournment thereof for the shareholders of Anhui Tianda Oil Pipe Company Limited

No. of Shares to which this Proxy relates ^(Note 1)	
Type of Shares (H Shares and/or Domestic Shares) to which this Proxy relates ^(Note 1)	

I/We ^(Note 2) _____

of _____

being the registered holder(s) of H Shares and/or Domestic Shares in ANHUI TIANDA OIL PIPE COMPANY LIMITED (the "Company"), HEREBY APPOINT the Chairman of the Meeting or ^(Note 3) _____

of _____

as my/our proxy to attend and act for me/us at the SGM of all shareholders of the Company to be held at Zhenxing Road, Tongcheng Town, Tianchang City, Anhui Province, People's Republic of China (the "PRC") at 2:00 p.m. on 7 October 2016 (or at any adjournment thereof) (the "SGM") and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company in respect of any business to be considered in the SGM for all shareholders of the Company. I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the SGM as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Unless the context requires otherwise, terms defined in the notice dated 10 September 2016 convening the SGM (the "Notice") shall have the same meanings when used herein.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
(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;		
(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		For ^(Note 4)	Against ^(Note 4)
(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;		
(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.			

Dated the _____ day of _____ 2016

Signature(s) ^(Note 5): _____

Notes:

- Please insert clearly the number of Shares and whether they are H Shares and/or Domestic Shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy will be deemed to be appointed in respect of all the H Shares and/or Domestic Shares in the Company registered in your name(s).
- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Where the proxy appointed is not the Chairman of the SGM, please cross out "the Chairman of the Meeting or" and fill in the name(s) and address(es) of the proxy in the space provided. Each Shareholder of the Company entitled to attend and vote at the SGM may appoint one or more proxies to attend and vote at the SGM on his behalf. A proxy need not be a Shareholder of the Company. The person who signs this proxy form shall initial against any alteration in it.
- Important: if you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against".**
- This form of proxy must be signed by you or your attorney duly authorised in writing. If the form of proxy is signed by your attorney duly authorised in writing, 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 SGM 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.
- In order to be valid:
 - with respect to H Shares, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any), shall be delivered by hand or by post to the Company's H-Share Registrar and Transfer Office such that the same shall be received by the Company's H-Share Registrar and Transfer Office 24 hours before the time of the SGM. The contact details of the Company's H-Share Registrar and Transfer Office are as follows:
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
 - with respect to Domestic Shares, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any), shall be delivered by hand or by post to the Secretary to the Board of the Company such that the same shall be received by the Secretary to the Board of the Company 24 hours before the time of the SGM. The contact details of the Secretary to the Board of the Company are as follows:
Zhenxing Road
Tongcheng Town
Tianchang City
Anhui Province the PRC
Postal Code: 239311
Contact Person: Mr. Chen Dong
Telephone No.: (86)5507518 500
Facsimile No.: (86)5507511 023