



# 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)

### Form of proxy for use at the Class Meeting or any adjournment thereof for holders of H Shares (the "Class Meeting") to be convened on 7 October 2016

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of <sup>(Note 1)</sup> \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> H Shares of Anhui Tianda Oil Pipe Company Limited (the "Company") HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_ <sup>(Note 3)</sup>, or of \_\_\_\_\_ <sup>(Note 4)</sup>, failing which, the chairman of the Class Meeting to act as my/our proxy in respect of \_\_\_\_\_ <sup>(Note 4)</sup> H Shares in the share capital of the Company held by me/us to attend and act for me/us at the Class Meeting to be held at the registered office of the Company at Zhenxing Road, Tongcheng Town, Tianchang City, Anhui Province, the PRC on 7 October 2016 (or at any adjournment thereof) immediately after the conclusion of SGM and to vote on my/our behalf at the Class Meeting or at any adjournment in respect of the following resolutions as indicated hereunder or, if no indication is given, to vote as my/our proxy thinks fit.

SPECIAL RESOLUTIONS <sup>(Note 5)</sup>		For <sup>(Note 6)</sup>	Against <sup>(Note 6)</sup>
(a)	the voluntary withdrawal of the listing of the H Shares from The Hong Kong Stock Exchange Limited, be and is hereby approved;		
(b)	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 of the special general 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 this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature: <sup>(Note 7 & 8)</sup> : \_\_\_\_\_

**Notes:**

- Please insert full name(s) and address(es) as recorded in the register of members of the Company in BLOCK LETTERS.
- Please insert clearly the total number of shares of the Company registered in your name(s).
- Please insert the name and address of the person that you wish to appoint as your proxy. IF NO NAME AND ADDRESS IS INSERTED, THE CHAIRMAN OF THE CLASS MEETING WILL ACT AS YOUR PROXY. A proxy need not be a shareholder of the Company, but must attend the Class Meeting or at any adjournment in person to represent you. With respect to any shareholder of the Company who has appointed more than one proxy, the proxy holder may only vote on a poll.
- Please indicate clearly the number of shares in the Company register in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy is deemed to be appointed in respect of all the shares in the Company registered in your name(s).
- A special resolution shall be passed by affirmative votes of more than two-thirds of the voting rights represented by the shareholders present at the meeting (including proxies).
- If you wish to vote for any resolution, please tick ("✓") in the box marked "For". If you wish to vote against any resolution, please tick ("✓") in the box marked "Against." If you wish the appointed proxy to vote on behalf of only a portion of the shares in respect of which the proxy is so appointed, please indicate the exact number of shares in the relevant column instead of inserting a tick ("✓"). If no tick ("✓") is inserted in the column or no number of shares to be voted is indicated, the proxy may vote at his discretion.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Only one of the joint holders needs to sign.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation or institution, either under the common seal of, under the hand of any director or attorney duly authorized in writing.
- To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority must be deposited at the Company's Hong Kong H Share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shop 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 24 hours before the convening of the Class Meeting. This form of proxy may be returned by way of post.
- ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Class Meeting or at any adjournment if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.