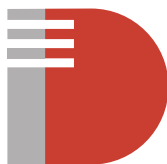


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## **Anhui Tianda Oil Pipe Company Limited**

**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)**

### **RESULTS OF THE SGM AND H SHARE CLASS MEETING**

The Board is pleased to announce that all the resolutions as set out in the notice of SGM and the notice of H Share Class Meeting were duly passed by way of poll at the SGM and the H Share Class Meeting held on 7 October 2016.

Reference is made to the notices of the Special General Meeting (the “**SGM**”) and the class meeting of holders of H Shares (the “**H Share Class Meeting**”) of Anhui Tianda Oil Pipe Company Limited (the “**Company**”) dated 10 September 2016 (each notice is referred to as the “**Notice**” and all notices are collectively referred to as the “**Notices**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as used in the circular of the Company dated 10 September 2016 (the “**Circular**”).

The SGM and the H Share Class Meeting were duly held at Zhenxing Road, Tongcheng Town, Tianchang City, Anhui Province, the PRC on 7 October 2016. All the resolutions set out in the Notices were duly passed. Computershare Hong Kong Investor Services Limited, the Company’s registrar of the H shares in Hong Kong, has been appointed and acted as the scrutineer for the vote-taking in respect of the SGM and the H Share Class Meeting.

## RESULTS OF THE SGM

All resolutions as set out in the notice of the SGM were duly passed by way of poll vote at the SGM and the results in respect of such resolutions are as follows:

No.	Ordinary Resolutions	Number of votes					
		For			Against		
1.	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	H Shares:	275,368,492 Shares		H Shares:	70,000 Shares	
		Domestic Shares:	510,000,000 Shares		Domestic Shares:	Nil Shares	
		Total:	785,368,492 Shares	99.991%	Total:	70,000 Shares	0.009%
2.	Mr. Bogdan Codrut Burchila 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)	H Shares:	275,368,492 Shares		H Shares:	70,000 Shares	
		Domestic Shares:	510,000,000 Shares		Domestic Shares:	Nil Shares	
		Total:	785,368,492 Shares	99.991%	Total:	70,000 Shares	0.009%
3.	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)	H Shares:	270,498,492 Shares		H Shares:	4,920,000 Shares	
		Domestic Shares:	510,000,000 Shares		Domestic Shares:	Nil Shares	
		Total:	780,498,492 Shares	99.374%	Total:	4,920,000 Shares	0.626%

No.	Ordinary Resolutions	Number of votes					
		For			Against		
4.	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)	H Shares:	275,348,492 Shares		H Shares:	70,000 Shares	
		Domestic Shares:	510,000,000 Shares		Domestic Shares:	Nil Shares	
		Total:	785,348,492 Shares	99.991%	Total:	70,000 Shares	0.009%
5.	Mr. Jean-Pierre Michel be appointed as the Company's supervisor with effect from the closing date for the Offer (as defined in the Circular)	H Shares:	270,498,492 Shares		H Shares:	4,920,000 Shares	
		Domestic Shares:	510,000,000 Shares		Domestic Shares:	Nil Shares	
		Total:	780,498,492 Shares	99.374%	Total:	4,920,000 Shares	0.626%

No.	Special Resolutions	Number of votes					
		For			Against		
6.	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	H Shares:	275,348,492 Shares		H Shares:	70,000 Shares	
		Domestic Shares:	510,000,000 Shares		Domestic Shares:	Nil Shares	
		Total:	275,348,492 Shares	99.991%	Total:	70,000 Shares	0.009%
7.	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 Shares:	275,323,492 Shares		H Shares:	70,000 Shares	
		Domestic Shares:	510,000,000 Shares		Domestic Shares:	Nil Shares	
		Total:	785,323,492 Shares	99.991%	Total:	70,000 Shares	0.009%

No.	Special Resolutions	Number of votes					
		For			Against		
8.	The voluntary withdrawal of the listing of the H Shares from The Hong Kong Stock Exchange Limited, be and is hereby approved	H Shares:	79,293,492 Shares		H Shares:	145,000 Shares	
		Domestic Shares:	Nil Shares		Domestic Shares:	Nil Shares	
		Total:	79,293,492 Shares	99.817%	Total:	145,000 Shares	0.183%
9.	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	H Shares:	79,293,492 Shares		H Shares:	145,000 Shares	
		Domestic Shares:	Nil Shares		Domestic Shares:	Nil Shares	
		Total:	79,293,492 Shares	99.817%	Total:	145,000 Shares	0.183%

As at the date of the SGM, there was a total of 1,007,626,000 issued Shares, which comprises 510,000,000 Domestic Shares and 497,626,000 H Shares. The total number of Shares entitling the Shareholders to attend and vote on the resolutions numbered 1 to 7 proposed at the SGM are 510,000,000 Domestic Shares and 497,626,000 H Shares.

As disclosed in the Circular, Mr. Ye Shiqu, the Offeror, the Vendors, their respective Associates and parties acting in concert with Mr. Ye Shiqu, the Offeror and the Vendors would abstain from voting at the SGM in accordance with the Listing Rules (i.e. resolutions numbered 8 and 9 relating to, among others, the withdrawal of listing of H Shares). The total number of Shares entitling the Shareholders to attend and vote on the resolutions numbered 8 and 9 proposed at the SGM are 251,907,000 H Shares.

Mr. Ye Shiqu, the Vendors, their respective Associates and parties acting in concert with Mr. Ye Shiqu and the Vendors abstained from voting on the resolutions numbered 8 and 9 proposed at the SGM in respect of the 510,000,000 Domestic Shares (representing 100% of the issued Domestic Shares and approximately 50.61% of the total issued share capital of the Company) and 49,719,000 H Shares (representing approximately 9.99% of the issued H Shares and approximately 4.93% of the total issued share capital of the Company) they collectively hold in the Company.

The Company has been informed by the Offeror that due to an administrative error the Offeror erroneously cast the votes attached to all 196,000,000 H Shares (representing approximately 39.39% of the issued H Shares and approximately 19.45% of the total issued share capital of the Company) in favor of the resolutions proposed at the SGM, including resolutions numbered 8 and 9. After such miscommunication was discovered, it was not possible for the Offeror (and the parties acting in concert with it) to procure the withdrawal of such votes cast on resolutions numbered 8 and 9 in time before the passing of the aforesaid resolutions at the SGM. Pursuant to the Articles, where any member is required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any vote cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted. According to the scrutineer's certificate issued by Computershare Hong Kong Investor Services Limited dated 7 October 2016, the votes of 196,000,000 H Shares held by the Offeror (and the parties acting in concert with it) in respect of resolutions numbered 8 and 9 have not been counted.

Save as disclosed above, there were no Shares entitling the holders to attend but abstain from voting in favour at the SGM as set out in Rule 13.40 of the Listing Rules, and no shareholder was required under the Listing Rules to abstain from voting on the resolutions at the SGM.

As more than half of the votes attaching to the Shares held by the Shareholders present in person or by proxy were cast in favour of the resolutions numbered 1 to 5 at the SGM, these resolutions were passed as ordinary resolution by way of poll at the SGM.

As more than two-thirds of the votes attaching to the Shares held by the Shareholders present in person or by proxy were cast in favour of the resolutions numbered 6 and 7 at the SGM, these resolutions were passed as special resolutions by way of poll at the SGM.

As more than 75% of the votes attaching to the Shares held by the Independent Shareholders present in person or by proxy (excluding those votes attached to all 196,000,000 H Shares (representing approximately 39.39% of the issued H Shares and approximately 19.45% of the total issued share capital of the Company) that were erroneously casted by the Offeror) were cast in favour of the resolutions numbered 8 and 9 at the SGM, and the number of votes cast against the resolutions numbered 8 and 9 at the SGM were not more than 10% of the votes attaching to all the Shares held by the Independent Shareholders, these resolutions were passed as special resolution by way of poll at the SGM in accordance with the requirements of Rule 6.12 of the Listing Rules and Rule 2.2 of the Takeovers Code for the withdrawal of listing of H Shares.

## RESULTS OF THE H SHARE CLASS MEETING

All resolutions as set out in the notice of the H Share Class Meeting were duly passed by way of poll at the H Share Class Meeting and the results in respect of such resolutions are as follows:

No.	Special Resolutions	Number of votes					
		For			Against		
1.	the voluntary withdrawal of the listing of the H Shares from The Hong Kong Stock Exchange Limited, be and is hereby approved	H Shares:	72,962,492 Shares		H Shares:	145,000 Shares	
		Total:	72,962,492 Shares	99.802%	Total:	145,000 Shares	0.198%
2.	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	H Shares:	72,962,492 Shares		H Shares:	145,000 Shares	
		Total:	72,962,492 Shares	99.802%	Total:	145,000 Shares	0.198%

As at the date of the H Share Class Meeting, there was a total of 497,626,000 issued H Shares. The total number of H Shares entitling the H Shareholders to attend and vote on the above resolutions proposed at the H Share Class Meeting are 251,907,000 H Shares.

As disclosed in the Circular, Mr. Ye Shiqu, the Offeror, the Vendors, their respective Associates and parties acting in concert with Mr. Ye Shiqu, the Offeror and the Vendors would abstain from voting at the H Share Class Meeting in accordance with the Listing Rules.

Mr. Ye Shiqu, the Vendors, their respective Associates and parties acting in concert with Mr. Ye Shiqu and the Vendors abstained from voting on the resolutions proposed at the H Share Class Meeting in respect of their 49,719,000 H Shares (representing approximately 9.99% of the issued H Shares and approximately 4.93% of the total issued share capital of the Company) they collectively hold in the Company.

The Company has been informed by the Offeror that due to an administrative error the Offeror (and the parties acting in concert with it) erroneously cast the votes attached to all 196,000,000 H Shares (representing approximately 39.39% of the issued H Shares and approximately 19.45% of the total issued share capital of the Company) in favor of the resolutions proposed at the H Share Class Meeting. After such miscommunication was discovered, it was not possible for the Offeror (and the parties acting in concert with it) to procure the withdrawal of such votes cast on resolutions numbered 1 and 2 in time before the passing of the aforesaid resolutions at the H Share Class Meeting. Pursuant to the Articles, where any member is required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any vote cast by or on behalf of such member

in contravention of such requirement or restriction shall not be counted. According to the scrutineer's certificate issued by Computershare Hong Kong Investor Services Limited dated 7 October 2016, the votes of 196,000,000 H Shares held by the Offeror (and the parties acting in concert with it) in respect of resolutions numbered 1 and 2 have not been counted.

Save as disclosed above, there were no Shares entitling the holders to attend but abstain from voting in favour at the H Share Class Meeting as set out in Rule 13.40 of the Listing Rules, and no shareholder was required under the Listing Rules to abstain from voting on the resolutions at the H Share Class Meeting.

As more than 75% of the votes attaching to the H Shares held by the Independent H Shareholders present in person or by proxy (excluding those votes attached to all 196,000,000 H Shares (representing approximately 39.39% of the issued H Shares and approximately 19.45% of the total issued share capital of the Company) that were erroneously casted by the Offeror) were cast in favour of the resolutions numbered 1 and 2 at the H Share Class Meeting, and the number of votes cast against the resolutions numbered 1 and 2 at the H Share Class Meeting were not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders, these resolutions were passed as special resolution by way of poll at the H Share Class Meeting in accordance with the requirements of Rule 6.12 of the Listing Rules and Rule 2.2 of the Takeovers Code for the withdrawal of listing of H Shares.

## **WITHDRAWAL OF LISTING**

The Company will make an application for the listing of the H Shares to be withdrawn from the Stock Exchange in accordance with Rule 6.12 of the Listing Rules, conditional on the Effective Transfer Date taking place, the Offer being made and the offer period ending in respect of the Offer. H Shareholders will be notified by way of an announcement of the date of the last day of dealings in the H Shares and on which the withdrawal of the listing of the H Shares on the Stock Exchange will become effective.

## **NO RIGHT OF COMPULSORY ACQUISITION**

The Offeror has no rights under the laws of the PRC and the Articles to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the Offer. Accordingly, Independent H Shareholders are reminded that if they do not accept the Offer, following the end of the offer period in respect of the Offer the H Shares shall be delisted from the Stock Exchange, this will result in the Independent H Shareholders holding unlisted H Shares and the liquidity of the H Shares may be severely reduced. In addition, the Company will not continue to be subject to the Listing Rules and, may or may not continue to be subject to the Takeovers Code after the completion of the Offer depending on whether it remains as a public company in Hong Kong for the purposes of the Takeovers Code thereafter.

## PAYMENT OF SPECIAL DIVIDEND

The Board also wishes to notify the Shareholders of details of the payment of the Special Dividend for the 12 months ended 31 December 2015 as follows:

In order to determine the holders of Shares who are entitled to the Special Dividend, the register of members of the Company will be closed from 14 October 2016 to 18 October 2016 (both days inclusive). To be eligible to receive the Special Dividend (subject to the approval of the Shareholders), all transfers accompanied by the relevant share certificates must be lodged 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 13 October 2016.

According to Articles, dividends payable to holders of the Domestic Shares shall be declared in Renminbi while dividends payable to holders of the H Shares shall be declared in Hong Kong dollars. The following formula shall apply for the purpose of calculating the HK\$ equivalent of the amount of Special Dividend payable per H Share:

$$\begin{array}{l} \text{Conversion rate for} \\ \text{Special Dividend per Share} \\ \text{(RMB to HK\$)} \end{array} = \frac{\begin{array}{l} \text{Special Dividend per Share in RMB} \\ \text{as approved and declared} \end{array}}{\begin{array}{l} \text{Average closing exchange rate of RMB against} \\ \text{Hong Kong dollars as published by the People's Bank} \\ \text{of China for one calendar week before 7 October 2016} \end{array}}$$

As disclosed in the Circular, the amount of Special Dividend payable to holders of H shares who are non-resident enterprise (including HKSCC Nominees Limited) will be deducted by 10% for the withholding of corporate income tax in the PRC. The average closing exchange rate of RMB against Hong Kong dollars as announced by the People's Bank of China for the calendar week before 7 October 2016, that is the date of the SGM and the H Share Class Meeting at which the Special Dividend was duly approved, is RMB0.86097 to HK\$1.00. Accordingly, the amount of Special Dividend payable per H Share (before withholding of corporate income tax) is HK\$0.350139. The Company has appointed ICBC (Asia) Trustee Company Limited as the receiving agent in Hong Kong (the "**Receiving Agent**") and will remit to the Receiving Agent the Special Dividend declared for payment to holders of H Shares. The Special Dividend will be paid on or about 28 October 2016, and will be despatched on the same day to the Shareholders entitled to receive such dividend by ordinary post and at their own risk.



## **EFFECTIVE TRANSFER DATE AND COMPOSITE DOCUMENT**

The Effective Transfer Date is expected to be on or about 28 October 2016.

The Composite Document in relation to the Offer is to be issued within seven (7) days of the Effective Transfer Date under the Sale and Purchase Agreement which is expected to be despatched on or about 1 November 2016.

By Order of the Board  
安徽天大石油管材股份有限公司  
**Anhui Tianda Oil Pipe Company Limited**  
**Ye Shi Qu**  
Chairman

Anhui China, 7 October 2016

*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.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable enquires, that to the best of their knowledge, 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 statement in this announcement misleading.*