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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)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual 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 22 May 2012 at 2:00 p.m. (or at any adjournment thereof) for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “Board of Directors”) for the year ended 31 December 2011;
2. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2011;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the Auditors Report for the year ended 31 December 2011;
4. To consider and approve the re-appointment of Ernst & Young as the auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board of Directors to determine their remuneration;
5. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2011 and the declaration and payment of a final dividend for the year ended 31 December 2011 in the amount and in the manner recommended by the board;
6. the authorisation of the Board to determine the remuneration of the directors and the supervisors of the Company be approved;
7. To elect Mr. Ye Shiqu, as an executive Director of the Company;
8. To elect Mr. Zhang Hu Ming, as an executive Director of the Company;
9. To elect Mr. Liu Peng, as a non-executive Director of the Company;

10. To elect Mr. Wu Changqi, as an independent non-executive director of the company;
11. To elect Mr. Zhao Bin, as an independent non-executive director of the company;
12. To elect Mr. Bruno Saintes as a non-executive directors of the Company.

Your faithfully,
For and on behalf of the Board
Anhui Tianda Oil Pipe Company Limited
Ye Shiqu
Chairman

Anhui China, the PRC
3 April 2012

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 shareholders’ right to attend and vote at the annual general meeting of the Company to be held on 22 May 2012, the Register of Members of the Company will be closed from 22 April 2012 to 22 May 2012, both days inclusive, during which period no transfer of shares will be effected. In order for a shareholder to be eligible to attend and vote at the annual general 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 20 April 2012.
3. For the purpose of ascertaining shareholders’ entitlement to the proposed final dividend, the Register of Members of the Company will be closed from 28 May 2012 to 30 May 2012, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend (subject to shareholders’ approval at the annual general 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 25 May 2012.
4. Whether or not the holders of H 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 H share registrar Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or by fax on or before 2 May 2012.
5. Whether or not the holders of domestic shares of the Company who intend to attend to 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 2 May 2012.

As at the date of this notice, the Board comprises three executive Directors: Mr. Ye Shiqu, Mr. Zhang Hu Ming and Ms Fu Jun; one non-executive Director: Mr. Liu Peng; and two independent non-executive Directors: Mr. Wu Chang Qi and Mr. Zhao Bin.