

*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.*



**馬鞍山鋼鐵股份有限公司**  
**Maanshan Iron & Steel Company Limited**

*(A joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 00323)**

## **OVERSEAS REGULATORY ANNOUNCEMENT**

### **ANNOUNCEMENT ON RESOLUTIONS OF THE BOARD OF DIRECTORS**

The Company and members of the board of directors (the "Board") warrant the truthfulness, accuracy and completeness of the announcement, and jointly accept the responsibilities for any false representations, misleading statements contained in, or material omissions from, this announcement, and severally and jointly accept full responsibility for the truthfulness, accuracy and completeness of the content of this announcement.

This announcement is made pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The fourteenth meeting of the seventh session of the Board (the "Meeting") of Maanshan Iron & Steel Company Limited (the "Company") was held at the office building of the Company on 23 August 2012. There were seven Directors eligible for attending the Meeting and five of them attended the Meeting. Ms. Yang Yada, Independent Director, had appointed Mr. Qin Tongzhou, Independent Director, to attend the Meeting and exercise the voting right on her behalf. Independent Director Mr. Wu Tat Man Damon Albert did not attend. Mr. Su Jianguang, Chairman of the Company, presided over the Meeting. The following resolutions were considered and approved unanimously at the Meeting:

1. The Resolution on the Change in Provisions for Price Decreases of Inventories for the Second Quarter of 2012 was approved.

A provision of RMB556.6588 million was approved for the price decreases in finished products, semi-finished products and inventory raw materials.

A write-off of RMB77,500 was approved for the provision of price decreases in spare parts.

2. The unaudited 2012 interim financial report, the full text and the summary of the 2012 interim report of the Company were approved.

3. The establishment of the Independent Board Committee was approved. Qin Tongzhou, Yang Yada and Wu Tat Man Damon Albert were elected as members of the Independent Board Committee to consider the “Sale and Purchase of Ore Agreement” and the “Services Agreement” for 2013 to 2015 to be signed between the Company and Magang (Group) Holding Company Limited and give independent opinions.
4. Somerley Limited, Hong Kong was appointed as independent financial advisor to conduct due diligence on the “Sale and Purchase of Ore Agreement” and the “Services Agreement” for 2013 to 2015 entered into between the Company and Magang (Group) Holding Company Limited, the controlling shareholder of the Company; and to submit an independent financial advisor’s report to the Independent Board Committee and the Independent Shareholders on whether the transactions are fair and reasonable.

*The Board*

**Maanshan Iron & Steel Company Limited**

23 August 2012

Maanshan City, Anhui Province, the PRC

*As at the date of this announcement, the directors of the Company include:*

*Executive Directors: Su Jiangang, Qian Haifan, Ren Tianbao*

*Non-executive Director: Zhao Jianming*

*Independent Non-executive Directors: Qin Tongzhou, Yang Yada, Wu Tat Man Damon Albert*