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**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)**

## **ANNOUNCEMENT ON RESOLUTIONS PASSED AT THE 2012 FIRST EXTRAORDINARY GENERAL MEETING**

The board of directors of the Company (the "Board") and all directors warrant that there are no false representations and misleading statements contained in, or material omissions from, this announcement, and severally and jointly accept full responsibility for the truthfulness, accuracy and completeness of this announcement.

### **Important Notes:**

- No resolutions were voted down or amended at the EGM.
- No new resolutions were submitted for voting at the EGM.

### **A. Convocation and Attendance of the EGM**

The 2012 first extraordinary general meeting (the "EGM") of Maanshan Iron & Steel Company Limited (the "Company") was held at the Magang Office Building, No.8 Jiu Hua Xi Road, Maanshan City, Anhui Province, the PRC at 8:30 a.m. on Thursday, 23 August 2012. As at the share registration date for the EGM, there were 7,700,681,186 issued shares of the Company in total which were the total shares entitled to attend the EGM and vote for the resolutions at the EGM. Four shareholders or appointed proxies were present at the EGM, holding a total of 4,173,754,091 shares with voting rights and representing 54.20% of the total shares of the Company with voting rights, of which A shares amounted to 3,912,017,796 shares and H shares amounted to 261,736,295 shares, representing 50.80% and 3.40%, respectively, of the total shares of the Company with voting rights.

The EGM was convened by the Board of the Company. Mr. Su Jiangang, Chairman of the Company, presided over the EGM. Directors Mr. Su Jiangang, Mr. Zhao Jianming, Mr. Qian Haifan, Mr. Ren Tianbao, Mr. Qin Tongzhou; supervisors Mr. Zhang Xiaofeng, Mr. Liu Xianli, Mr. Fang Jinrong, Mr. Su Yong and Mr. Wong Chun Wa; and senior management staff Mr. Ren Qiang, Mr. Yan Hua and Mr. Lu Kecong were present at the EGM. The convening and holding of the EGM and the voting thereat complied with the provisions of the Company Law of the PRC and the articles of association of the Company.

## **B. Deliberation of the Resolutions**

The following resolutions were considered and approved through voting by open ballot at the EGM:

1. To consider and approve resolution on the Issuance of short-term Financing Bonds.

The total number of shares with valid voting rights on the resolution was 4,173,754,091 shares, of which 3,912,017,796 shares or 93.73% were A Shares and 261,736,295 shares or 6.27% were H Shares. There were 4,169,178,091 shares voted in favour, representing 99.89% of the total number of shares with valid voting rights, of which 3,912,017,796 shares or 93.83% were A Shares and 257,160,295 shares or 6.17% were H Shares. There were 4,576,000 shares voted against, representing 0.11% of the total number of shares with valid voting rights, of which 4,576,000 shares or 100% were H Shares.

2. To consider and approve proposed amendments to the articles of association.

The total number of shares with valid voting rights on the resolution was 4,173,754,091 shares, of which 3,912,017,796 shares or 93.73% were A Shares and 261,736,295 shares or 6.27% were H Shares. There were 4,173,754,091 shares voted in favour, representing 100% of the total number of shares with valid voting rights, of which 3,912,017,796 shares or 93.73% were A Shares and 261,736,295 shares or 6.27% were H Shares.

## **C. Attestation by Lawyer(s)**

Mr. Wang Chuanbing of Da Hua Certified Public Accountants was appointed as the scrutineer for the vote-taking at the EGM. Mr Li Pengfei, representative from the Company's domestic law firm, Beijing Zhonglun Law Firm, Shanghai Office, attended the EGM and expressed legal opinions as follows:

1. The convening and convocation procedures of the EGM were in accordance with the relevant laws and regulations and the articles of association of the Company.
2. The qualifications of the attendees at the EGM were lawful and valid.
3. The voting procedures of the EGM were lawful and valid.

## **D. Documents Available for Inspection**

1. Announcement on Resolutions Passed at the 2012 First Extraordinary General Meeting of Maanshan Iron & Steel Company Limited.
2. Legal opinions on the 2012 First Extraordinary General Meeting of Maanshan Iron &

Steel Company Limited.

By Order of the Board  
**Ren Tianbao**  
*Company Secretary*

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*