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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)**

## **NOTICE OF 2012 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2012 Second Extraordinary General Meeting (the “EGM”) of Maanshan Iron & Steel Company Limited (the “Company”) will be 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, 25 October 2012.

This EGM will deal with the following matter:

Elect Mr. Liu Fangduan as the Independent Non-executive Director of the Company.

Mr. Liu Fangduan, 48, is a second-grade solicitor with a bachelor's degree. He currently serves as Director at Anhui Xingwan Law Firm (安徽興皖律師事務所). Mr. Liu served as Director at Anhui Xingwan Law Firm since May 2004 and concurrently holds various positions such as Legal Counsel for the Wuhu Municipal People's Government, Vice-chairman of the Lawyers Association of Wuhu Municipality, Standing Council Member of the Law Association of Wuhu Municipality as well as Member and Arbitrator of the Arbitration Committee of Wuhu Municipality. Mr. Liu attained qualifications to serve as independent directors of listed companies after attending a training session in May 2006.

Mr. Liu has not held any directorship in any public listed companies in the last three years. Mr. Liu does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. Mr. Liu does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the date of this announcement. Subject to his proposed appointment being approved at the extraordinary general meeting, Mr. Liu will enter into a service agreement with the Company for the term since then until the expiry of the term of the current Board of the Company on 31 August 2014. During the term of office, it is expected that Mr. Liu will receive an annual remuneration of not more than RMB80,000 (tax exclusive).

The Company is of the view that Mr. Liu has satisfied the requirement of independence as set out in Rule 3.13 of the Listing Rules.

There is no other information relating to the proposed appointment of Mr. Liu which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there are no other matters that need to be brought to the attention of the shareholders of the Company.

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

7 September 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*

*Notes:*

I. Persons entitled to attend the EGM

Persons who hold H shares of the Company and are registered as holders of H shares on the register of members maintained by The Hong Kong Registrars Limited after the market close in the afternoon of Tuesday, 25 September 2012 shall have the right to attend the EGM after completing the registration procedures for attending the meeting. (Holders of A shares will be notified separately.)

II. Registration procedures for attending the EGM

1. Holders of H shares shall deliver their written replies for attending the EGM, copies of transfers, share certificates or copies of receipts of share transfer and copies of their own identity cards to the Company by no later than Friday, 5 October 2012. If proxies are appointed by shareholders to attend the EGM, they shall, in addition to the aforementioned documents, deliver the proxy forms and copies of their own identity cards to the Company.
2. Shareholders can deliver the necessary documents for registration to the Company in one of the following ways: in person, by post or by facsimile. Upon receipt of such documents, the Company will complete the registration procedures for attending the EGM.

III. Appointing Proxies

1. Shareholders who have the right to attend and vote at the EGM are entitled to appoint in writing one or more proxies (whether a shareholder or not) to attend the EGM and vote on their behalves.
2. The instrument of appointing a proxy must be in writing signed by the appointer or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign or other documents of authorisation must be notarially certified. The notarially certified power of attorney or other documents of authorisation and proxy forms must be delivered to the registered office of the Company by not less than 24 hours before the time appointed for the holding of the EGM in order for such documents to be valid.

IV. Shareholders or their proxies attending the EGM shall be responsible for their own accommodation and travel expenses.

V. The Company's register of members for H shares will be closed from Wednesday, 26 September 2012 to Thursday, 25 October 2012 (both days inclusive), during which period no transfer of H shares will be registered. Holders of H shares who wish to be entitled to attend the EGM must deliver their instruments of transfer together with the relevant share certificates to The Hong Kong Registrars Limited, the Registrar of H shares of the Company, by no later than 4:00 p.m. on Tuesday, 25 September 2012.

The address of the Registrar for the Company's H shares: Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

Share registration date for holders of A shares will be announced later.

- VI. Company's registered address: No. 8 Jiu Hua Xi Road, Maanshan City, Anhui Province, The PRC, postal code: 243003
- Telephone: 86-555-2888158
- Fax: 86-555-2887284
- Contact persons: Ms. He Hongyun, Mr. Xu Yayan