

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 warrant that there are no 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 twenty-second 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 21 December 2012. There were seven Directors eligible for attending the Meeting, and six of them attended the Meeting. Director Mr. Zhao Jianming did not attend. Mr. Su Jiangang, Chairman of the Company, presided over the Meeting. The following resolutions were considered and approved unanimously at the Meeting:

1. According to the decision made by the controlling shareholder Magang (Group) Holding Company Limited (the "Group"), Mr. Zhao Jianming will no longer serve as the external Director (Non-executive Director) of the Company, effective from 21 December 2012. It is recommended that Mr. Su Shihuai will be appointed as the external Director (Non-executive Director) of the Company. As reviewed by the nomination committee of the Board of Directors of the Company, Mr. Su Shihuai is qualified to serve as the Director of the Company. Therefore, the Board of Directors of the Company hereby nominates Mr. Su Shihuai to be the candidate for the Director of the Company, and will be submitted for election at the first extraordinary general meeting in 2013.
2. The agenda of the 2013 first extraordinary general meeting was adopted. The 2013 first extraordinary general meeting (the "EGM") of Maanshan Iron & Steel Company Limited (the "Company") was determined to be held at the Magang Office Building, No.8 Jiu Hua Xi Road, Maanshan City, Anhui Province, the PRC at 9:00 a.m. on Tuesday, 5 February 2013.

The voting results of the above two resolutions were as follows: 6 voted in favour, 0 voted against and 0 abstained from voting.

*The Board*  
**Maanshan Iron & Steel Company Limited**

21 December 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*

*Independent Non-executive Directors: Qin Tongzhou, Yang Yada, Liu Fangduan*

## **Appendix: Profile of Mr. Su Shihuai**

Mr. Su Shihuai, aged 53, Ph.D., is a professorate senior engineer and currently serves as Deputy General Manager and Chief Engineer of Magang (Group) Holding Company Limited. From January 2002 to February 2007, Mr. Su served as Deputy Chief Engineer of the Company, Deputy Director of the Technology Centre and Director of the New Product Development Centre of the Company. Mr. Su served as Deputy Chief Engineer of the Company from February 2007 to August 2009. Since then, Mr. Su served as Deputy Chief Engineer of the Company and Deputy Director of the Technology Centre till December 2009, then served as Deputy General Manager and Chief Engineer of the Company till July 2011. Mr. Su served as Deputy General Manager and Chief Engineer of Magang (Group) Holding Company Limited from July 2011 to present.