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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 2013 SECOND 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 2013 second 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 9:00am on Friday, 9 August 2013. One shareholder or appointed proxy was present at the EGM, holding a total of 4,099,480,340 shares which represented 53.24% of the total shares of the Company, of which A shares amounted to 3,886,427,813 shares and H shares amounted to 213,052,527 shares, representing 50.47% and 2.77%, respectively, of the total shares of the Company.

The EGM was convened by the board of directors (the "Board") of the Company. Mr. Su Jiangang, Chairman of the Company, presided over the EGM. Directors Mr. Qian Haifan, Mr. Su Shihuai, Mr. Ren Tianbao, Mr. Qin Tongzhou, Madam Yang Yada, Mr. Liu Fangduan; supervisors Mr. Zhang Xiaofeng, Mr. Liu Xianli, Mr. Su Yong, Mr. Wong Chun Wa; and senior management staff Mr. Gao Haichao, 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 resolution of electing Mr. Ding Yi as a director of the Board of the Company was considered and approved through voting by open ballot at the EGM:

The total number of shares with valid voting rights on the resolution was 4,099,480,340 shares, of which 3,886,427,813 shares or 94.80% were A Shares and 213,052,527 shares or 5.20% were H Shares. There were 4,098,788,515 shares voted in favour, representing 99.98% of the total number of shares with valid voting rights, of which 3,886,427,813 shares or 94.82% were A Shares and 212,360,702 shares or 5.18% were H Shares. There were 691,825 shares voted against, representing 0.02% of the total number of shares with valid voting rights, of which 691,825 shares or 100% were H Shares.

### **C. Lawyer Attestation**

Mr. Liu Weiwei of Da Hua Certified Public Accountants was appointed as the scrutineer for the vote-taking at the EGM. Li Pengfei and Wang Yi, representatives 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 and the poll results of the EGM were lawful and valid.

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

1. Announcement on Resolutions Passed at the 2013 Second Extraordinary General Meeting of Maanshan Iron & Steel Company Limited.
2. Legal opinions on the 2013 Second Extraordinary General Meeting of Maanshan Iron & Steel Company Limited.

By Order of the Board  
**Maanshan Iron & Steel Company Limited**  
**Ren Tianbao**  
*Secretary to the Board*

9 August 2013

Maanshan City, Anhui Province, the PRC

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

*Executive Directors: Ding Yi, Qian Haifan, Ren Tianbao*

*Non-executive Director: Su Shihuai*

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