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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 ANNUAL GENERAL MEETING**

Maanshan Iron & Steel Company Limited (the “**Company**”) and members of the board of directors (the “**Board**”) 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.

### **Important Notes:**

- No resolutions were voted down or amended at the AGM.
- No changes were made to the resolutions passed of the previous general meeting at the general meeting.

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

The 2013 annual general meeting (the “**AGM**”) 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 2:00 p.m. on Friday, 27 June 2014.

Both on-site voting and online voting were adopted in this meeting. The Company provided A shareholders an online voting platform through The Shanghai Stock Exchange trading system, the voting was available from 9:30 a.m. to 11:30 a.m. and 1:00 p.m. to 3:00 p.m. on 27 June 2014.

As at the share registration date for the AGM, there were 7,700,681,186 issued shares (A shares: 5,967,751,186, H shares: 1,732,930,000) of the Company in total which were the total shares entitled to attend the AGM and vote for the resolutions at the AGM.

Details of shareholders and proxies attending this meeting are set out as follows:

A. Total number of shareholders attending either in person or by proxy	12
1. A shareholders and their proxies	11

A shareholders attending and casting their votes on site either in person or by proxy	2
A shareholders attending through online voting	9
2. H shareholders and their proxies	1
B. Total number of shares carrying voting rights (shares)	4,178,058,128
1. Shares held by A shareholders	3,886,541,927
A shareholders attending and casting their votes on site	3,886,433,327
A shareholders attending through online voting	108,600
2. Shares held by H shareholders	291,516,201
C. As a percentage of the total number of the Company's shares carrying voting rights (%)	54.26
1. Percentage of A shareholders (%)	50.47
A shareholders attending and casting their votes on site (%)	50.47
A shareholders attending through online voting (%)	0.0014
2. Percentage of H shareholders (%)	3.79

The AGM was convened by the Board of the Company. Mr. Ding Yi, chairman of the Company, presided over the AGM. Directors Mr. Qian Haifan, Mr. Ren Tianbao, Mr. Qin Tongzhou, and Madam Yang Yada; supervisors Mr. Zhang Xiaofeng, Mr. Fang Jinrong, Madam Yan Taixia; and senior management staff Mr. Yan Hua were present at the AGM. The Company's auditors Ernst & Young Hua Ming LLP's partner Madam Zhong Li attended the AGM.

The convocation, convening and voting at the AGM 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 resolutions passed by on-site voting and online voting are as follows:

### 1. The work report of the Board for the year 2013

Total number of valid votes	No. of shares voted in favor	Percentage of shares voted in favor	No. of shares voted against	Percentage of shares voted against
4,177,698,328	4,177,673,328	99.9994%	25,000	0.0006%

### 2. The work report of the supervisory committee for the year 2013

Total number of	No. of	Percentage of	No. of	Percentage of
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valid votes	shares voted in favor	shares voted in favor	shares voted against	shares voted against
4,177,698,328	4,177,673,328	99.9994%	25,000	0.0006%

3. The audited financial statements for the year 2013

Total number of valid votes	No. of shares voted in favor	Percentage of shares voted in favor	No. of shares voted against	Percentage of shares voted against
4,177,689,728	4,177,605,028	99.9980%	84,700	0.0020%

4. The appointment of the Ernst & Young Hua Ming LLP as the Company's auditors for the year 2014, and the authorisation to the Board to determine the remuneration of the auditors based on that in 2013

Total number of valid votes	No. of shares voted in favor	Percentage of shares voted in favor	No. of shares voted against	Percentage of shares voted against
4,177,689,728	4,177,605,028	99.9980%	84,700	0.0020%

5. The adjustment in the depreciation of fixed assets

Total number of valid votes	No. of shares voted in favor	Percentage of shares voted in favor	No. of shares voted against	Percentage of shares voted against
4,178,043,728	4,178,016,528	99.9993%	27,200	0.0007%

6. The profit distribution plan for the year 2013

This resolution is a special resolution

Total number of valid votes	No. of shares voted in favor	Percentage of shares voted in favor	No. of shares voted against	Percentage of shares voted against
4,178,051,328	4,178,018,728	99.9992%	32,600	0.0008%

Classified voting was adopted by A shareholders for this resolution and the voting results are as follow:

Voting section	Total number valid votes	No. of shares voted in favor	Percentage of shares voted in favor (%)	No. of shares voted against	Percentage of shares voted against (%)
Shareholding below 1%	101,800	69,200	67.98	32,600	32.02

Shareholding between 1%-5% (1% inclusive)	0	0	0	0	0
Shareholding over 5% (5% inclusive)	3,886,423,927	3,886,423,927	100	0	0
Shareholding below 1% and market value below RMB500,000	101,800	69,200	67.98	32,600	32.02
Shareholding below 1% and market value over RMB500,000 (RMB500,000 inclusive)	0	0	0	0	0

On the date of the general meeting, there were no shares of the Company entitling the holders to attend the meeting and abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. There were neither any restrictions on the shareholders to vote on the resolutions at the meeting nor any shares entitling the holders to attend the meeting but to vote only against the resolutions thereat. Shareholders present at the meeting either in person or by proxy could cast one vote in respect of each share held.

### **C. Lawyer Attestation**

Ms. Zhang Fenghua of Da Hua Certified Public Accountants was appointed as the scrutineer for the vote-taking at the AGM. Li Pengfei and Liu Weixiang, representatives from the Company's domestic law firm, Beijing Zhonglun Law Firm, Shanghai Office, attended the AGM and expressed legal opinions as follows:

1. The convening and convocation procedures of the AGM 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 AGM were lawful and valid.
3. The voting procedures and the poll results of the AGM were lawful and valid.

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

1. 2013 Annual General Meeting Resolutions of Maanshan Iron & Steel Company Limited
2. 2013 Annual General Meeting Legal Opinions of Maanshan Iron & Steel Company Limited

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

27 June 2014

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*