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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)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

At the meeting of the board of Directors (the "**Board**") of Maanshan Iron & Steel Company Limited (the "**Company**") held on 10 July, 2014, the Board approved, inter alia, to submit a proposal to amend the articles of association of the Company (the "**Articles of Association**"). The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company (the "**Shareholders**") by way of a special resolution at the 2014 first extraordinary general meeting of the Company ("**EGM**").

A circular containing, inter alia, further details concerning the proposed amendments to the Articles of Association and a notice of the EGM will be dispatched to the Shareholders in due course.

### **INTRODUCTION**

The Board announces that at a meeting of the Board held on 10 July, 2014, the Board approved, inter alia, to submit a proposal to amend the Articles of Association. The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM.

### **PROPOSED AMEDMENTS TO THE ARTICLES OF ASSOCIATION**

In accordance with the "The Company Law of the People's Republic of China (2013 Revision)", "Guidelines on the Articles of Association for Listed Companies (2014 Revision)" issued by the China Securities Regulatory Committee and the "Rules and Procedures for Shareholders' General Meeting of Listed Companies (2014 Revision)", the Articles of Association, including its Appendix I, the "Order of Meeting for Shareholders' General Meeting of Maanshan Iron & Steel Company Limited" ("**Order of Meeting for Shareholders' General Meeting**"), were submitted to the Board for amendments and to be submitted to the EGM for consideration and approval. It is also to be proposed at the EGM to authorise the Board to make appropriate modifications to the wordings of the amendments to the Articles of Association (including the Order of Meeting for Shareholders' General Meeting) and to carry out other related matters pursuant to the requirements of the relevant authorities.

Details of the proposed amendments will be set out in the circular.

## **GENERAL**

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the EGM.

A circular containing, inter alia, further details concerning the proposed amendments to the Articles of Association and a notice of EGM will be despatched to the Shareholders in due course.

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

10 July 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*