



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)

**The Form of Proxy for Use at the 2014 First Extraordinary General Meeting**

The number of shares of which this form of proxy relates (Note 1)	
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I/We (Note 2) \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ H Shares (Note 3) in Maanshan Iron & Steel Company Limited (the "Company"), HEREBY APPOINT the chairman of the meeting, or \_\_\_\_\_ (Note 4) as my/our proxy(ies) to attend and act for me/us at the extraordinary general meeting (the "EGM") to be held at Magang Office Building, No. 8 Jiu Hua Xi Road, Maanshan City, Anhui Province, the People's Republic of China at 1:30 p.m. on Friday, 29 August 2014 and to vote at such meeting as hereunder indicated in respect of the resolution as set out in the Notice of EGM or, if no such indication is given, as my/our proxy(ies) thinks fit.

<b>Special Resolution</b>	<b>FOR (Note 5)</b>	<b>AGAINST (Note 5)</b>
1. To consider and approve the proposed amendments to the Articles of Association.		
<b>Ordinary Resolutions</b>	<b>FOR (Note 5)</b>	<b>AGAINST (Note 5)</b>
2. To elect board members for the eighth session of the board of directors of the Company (excluding independent non-executive directors)		
(1) To elect Ding Yi as director of the board of the Company		
(2) To elect Qian Haifan as director of the board of the Company		
(3) To elect Su Shihuai as director of the board of the Company		
(4) To elect Ren Tianbao as director of the board of the Company		
3. To elect independent non-executive directors for the eighth session of the board of directors of the Company		
(1) To elect Qin Tongzhou as independent non-executive director of the Company		
(2) To elect Yang Yada as independent non-executive director of the Company		
(3) To elect Liu Fangduan as independent non-executive director of the Company		
4. To elect non-staff representatives as supervisors for the eighth session of the supervisory committee of the Company.		
(1) To elect Fang Jinrong as supervisor of the Company		
(2) To elect Su Yong as independent supervisor of the Company		
(3) To elect Wang Zhenhua as independent supervisor of the Company		
5. To consider and approve the resolution concerning remuneration of directors for the eighth session of the board of directors of the Company		
6. To consider and approve the resolution concerning remuneration of supervisors for the eighth session of the supervisory committee of the Company		

Date: \_\_\_\_\_ 2014

Signature (Note 6): \_\_\_\_\_

**Notes:**

- Please insert the number of shares in the Company registered in your name(s) and to which this form of proxy relates. If no such number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s) in the register of the members of the Company.
- Please insert the full name(s) and address(es) (as shown in the register of the members) in block capitals.
- Please insert the number of all the shares in the Company registered in your name(s) and delete if inappropriate.
- If any proxy other than the Chairman is preferred, strike out "the chairman of the meeting, or" and insert the name of the proxy desired in the space provided. Each shareholder is entitled to appoint one or more proxy(ies) to attend and vote at the EGM. A proxy needs not be a shareholder of the Company. Any alteration made to this form of proxy must be signed by the person who signs it.
- Important: If you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". Failure to tick either box will entitle your proxy to cast your vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under its common seal or under the hand of an officer or attorney duly authorised in this regard. If the form of proxy is signed by any person other than the holder, the power of attorney or other documents of authorisation should be notarially certified. To be valid, the notarially certified copy of the power of attorney or other documents of authorisation, together with the form of proxy, must be delivered to the Company's registered address, not less than 24 hours before the holding of the EGM.