

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)

ANNOUNCEMENT ON RESOLUTIONS PASSED AT THE 2015 FIRST EXTRAORDINARY 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:

- Resolution voted down at the 2015 first extraordinary general meeting (the “**EGM**”): None

A. Convocation and Attendance of the EGM

- (a) Date of the EGM: 3 February 2015
- (b) Venue of the EGM: Magang Office Building, No.8 Jiu Hua Xi Road, Maanshan City
- (c) Details of holders of ordinary shares and holders of preference shares with restored voting rights and their shareholdings present at the EGM:
As at the shareholding registration date of the EGM, the issued share capital of the Company comprised 7,700,681,186 shares in total (of which 5,967,751,186 shares were A shares and 1,732,930,000 were H shares), representing the total number of shares entitling their holders to attend and vote on resolutions at the EGM.

1. Total number of shareholders attending either in person or by proxy	33
Among which: Number of holders of A shares	32
Number of holders of overseas listed foreign shares (H shares)	1
2. Total number of shares with voting rights held by shareholders present at the EGM (Shares)	4,106,187,980
Among which: Total number of shares held by holders of A shares	3,887,655,727
Total number of shares held by holders of overseas listed foreign shares (H shares)	218,532,253

3. Percentage of shares with voting rights held by holders present at the EGM to total number of shares with voting rights of the Company (%)	53.3224
Among which: Shares held by holders of A shares to total number of shares (%)	50.4846
Shares held by holders of overseas listed foreign shares to total number of shares (%)	2.8378

(d) Voting was held in compliance with stipulations of the Company Law and articles of association of the Company. The EGM was presided over by Mr. Ding Yi, the chairman of the Company.

(e) Directors, supervisors and secretary to the board present at the EGM

- i. Six out of seven current directors of the Company were present at the EGM. Mr. Su Shihuai, director, was unable to attend the EGM due to business reasons;
- ii. Three out of five current supervisors of the Company were present at the EGM. Mr. Su Yong and Mr. Wong Chun Wa , independent supervisors, were unable to attend the EGM due to business reasons;
- iii. The company secretary was present at the EGM. Mr. Gao Haichao and Mr. Lu Kecong, members of the senior management, were present at the EGM.

B. Deliberation of the Resolutions

(a) Resolutions for Non-cumulative voting

- i. Resolution: To consider and approve the resolution regarding the application for registration of medium term notes in an aggregate amount of not more than RMB4 billion by the Company, and to propose at the general meeting to authorize the Board and the related directors, to handle the registration, issuance and subsistence, conversion of principal and payment of interest, as well as other relevant matters related to the medium term notes.

Results: Approved

Voting results:

Type of shareholders	For		Against		Abstain	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)

A shareholders	3,887,236,927	94.6683	394,000	0.0096		
H shareholders	210,043,453	5.1153	8,488,800	0.2067		
Total number of ordinary shares:	4,097,280,380	99.7836	8,882,800	0.2163		

- ii. Resolution: To consider and approve the resolution regarding the application for registration of short-term financing notes in an aggregate amount of not more than RMB10 billion by the Company, and to propose at the general meeting to authorize the Board and the related directors, to handle the registration, issuance and subsistence, conversion of principal and payment of interest, as well as other relevant matters related to the short-term financing bonds.

Results: Approved

Voting results:

Type of shareholders	For		Against		Abstain	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shareholders	3,886,854,227	94.6679	394,000	0.0096		
H shareholders	210,043,453	5.1158	8,488,800	0.2067		
Total number of ordinary shares:	4,096,897,680	99.7837	8,882,800	0.2163		

iii. Resolution: To consider and approve the proposed amendments to the Articles of Association

Results: Approved

Voting results:

Type of shareholders	For		Against		Abstain	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shareholders	3,886,973,327	94.6690	350,000	0.0085		
H shareholders	218,532,253	5.3225	0	0		
Total number of ordinary shares:	4,105,505,580	99.9915	350,000	0.0085		

(b) Voting details on material issues by shareholders holding less than 5% interests

Serial number of resolution	Resolution	For		Against		Abstain	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
1	To consider and approve the resolution regarding the application for registration of medium term notes in an aggregate amount	813,000	67.35	394,000	32.64		

	of not more than RMB4 billion by the Company, and to propose at the general meeting to authorize the Board and the related directors, to handle the registration, issuance and subsistence, conversion of principal and payment of interest, as well as other relevant matters related to the medium term notes						
2	To consider and approve the resolution regarding the application for registration of short-term financing notes in an aggregate amount of not more than RMB10 billion by the Company, and to propose at the general meeting to authorize the Board and the related directors, to handle the registration, issuance and	430,300	52.20	394,000	47.80		

	subsistence, conversion of principal and payment of interest, as well as other relevant matters related to the short-term financing bonds						
3	To consider and approve the proposed amendments to the Articles of Association	549,400	61.09	350,000	38.91		

(c) Illustration regarding voting on the resolutions

All the three resolutions in the EGM are special resolutions and have been approved by over two third of the total number of shares carrying valid voting rights.

On the date of the EGM, there were no shares of the Company entitling the holders to attend the EGM 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 EGM nor any shares entitling the holders to attend the EGM but to vote only against the resolutions thereat. Shareholders present at the EGM either in person or by proxy could cast one vote in respect of each share held.

C. Lawyer Attestation

- (a) Mr. Wang Haitao of Da Hua Certified Public Accountants was appointed as the scrutineer for the vote-taking at the EGM.
- (b) Attesting law firm for the EGM: Beijing Zhonglun (Shanghai) Law Firm
Lawyers: Chen Yi, Chen Zulong
- (c) Legal opinion after attestation :
 - i. 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.
 - ii. The qualifications of the attendees at the EGM were lawful and valid.

iii. The voting procedures and the poll results of the EGM were lawful and valid.

D. Documents Available for Inspection

- (a) Resolutions in the EGM signed and confirmed by the directors;
- (b) Legal opinion with signature of the director of the attesting law firm and its seal.

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

3 February 2015
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