

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 SECOND 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 second extraordinary general meeting (the “**EGM**”):
None

A. Convocation and Attendance of the EGM

- (a) Date of the EGM: 10 September 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	21
Among which: Number of holders of A shares	20
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)	3,656,734,741
Among which: Total number of shares held by holders of A shares	3,506,578,956
Total number of shares held by holders of overseas	150,155,785

	listed foreign shares (H shares)	
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 (%)	47.486
Among which:	Shares held by holders of A shares to total number of shares (%)	45.536
	Shares held by holders of overseas listed foreign shares to total number of shares (%)	1.950

(d) Voting was held in compliance with stipulations of the Company Law and the 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. Ms. Yang Yada, independent non-executive 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. Mr. Lu Kecong and Mr. Gao Haichao, members of the senior management, were present at the EGM. The company secretary, Mr. Hu Shunliang, was present at the EGM.

B. Deliberation of the Resolutions

(a) Resolutions for Non-cumulative voting

- i. Resolution: To consider and approve the proposed amendments to the Articles of Association and to its appendix

Results: Approved

Voting results:

Type of shareholders	For		Against	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shareholders	3,506,543,856	95.893	29,100	0.001
H shareholders	141,202,800	3.861	8,952,985	0.245

Total number of ordinary shares:	3,647,746,656	99.754	8,982,085	0.246
----------------------------------	---------------	--------	-----------	-------

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

Serial number of resolution	Resolution	For		Against	
		Number of votes	Percentage (%)	Number of votes	Percentage (%)
1	To consider and approve the proposed amendments to the Articles of Association and to its appendix	76,400	72.4	29,100	27.6

(c) Illustration regarding voting on the resolutions

The resolution in the EGM is a special resolution and has 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. Li Peng of Da Hua Certified Public Accountants (Special General Partnership) 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, Li Jing
- (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.

The Board
Maanshan Iron & Steel Company Limited

10 September 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

Non-executive Directors: Su Shihuai, Ren Tianbao

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