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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)

OVERSEAS REGULATORY ANNOUNCEMENT

ANNOUNCEMENT ON RESOLUTIONS OF THE BOARD OF DIRECTORS

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.

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The seventeenth meeting of the eighth session of the Board (the “**Meeting**”) of Maanshan Iron & Steel Company Limited was held at the office building of the Company on 22 December 2015. There were seven directors eligible for attending the Meeting, and seven of them attended the Meeting. Mr. Ding Yi, Chairman of the Company, presided over the Meeting. The following resolutions were considered and approved at the Meeting:

1. The 2016 Financial Services Agreement entered into between Magang Group Finance Company Limited, a subsidiary of the Company, and Magang (Group) Holding Company Limited (“**Magang Group**”), controlling shareholder of the Company, was approved.
2. The 2016 Integrated Support Services Agreement entered into between the Company and Magang Group was approved.
3. The closure of production and metallurgy of iron and steel and long products at Ma Steel (Hefei) Iron & Steel Co. Ltd. (“**Hefei Co.**”) was approved.

According to the requirements of eliminating obsolete and excess capacity of the industry by the Ministry of Industry and Information Technology and the transformation need for Hefei Co., the Company agrees to implement closure of Hefei Co.’s production of metallurgy of iron and steel and long products in the late December 2015.

The closure of production of Hefei Co. covers its production and ancillary facilities including

two 405 m³ blast furnaces, one 420 m³ blast furnace, two 45-ton converters, one bar-rolling mill and one wire-rolling mill in Yaohai District, Hefei City, involving iron-making capacity of 1.2 million tons, steel-making capacity of 1.36 million tons and steel rolling capacity of 1.5 million tons.

From January to November 2015, Hefei Co. produced 1.11 million tons of iron, 1.19 million tons of steel and 1.22 million tons of steel products, respectively representing 6.71%, 6.89% and 7.28% of the total production volume of the Company and the subsidiaries. From January to September, the unaudited operation income and net profit was RMB2.137 billion and RMB-0.175 billion respectively, representing 6.15% and 6.80% of the Company's consolidated unaudited operating income and net profit (loss) respectively.

Pursuant to the conclusions of the ad hoc meeting of the People's Government of Anhui Province, all staff of the above production base of Hefei Co. will transfer to Hefei City. Currently, the Company is actively working with Hefei City to formulate and complement the proposal of reallocation and job reassignment of employees.

Based on the progress of the matters, the Company shall timely perform its obligation of information disclosure pursuant to the provisions of the relevant laws and regulation while investors should note investment risks.

4. The amendments of the Measures Governing the Hedging of Future Business of Maanshan Iron & Steel Company Limited were approved.

The voting results of the above resolutions were as follows: for resolutions No. 1 and 2, 3 voted in favour, 0 voted against and 0 abstained from voting (as they were matters regarding connected transactions, the connected directors abstained from voting). For the remaining resolutions, 7 voted in favour, 0 voted against and 0 abstained from voting.

The Board

Maanshan Iron & Steel Company Limited

22 December 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