

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)

OVERSEAS REGULATORY ANNOUNCEMENT

ANNOUNCEMENT ON RESOLUTIONS OF THE BOARD OF DIRECTORS

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 nineteenth meeting (the “**Meeting**”) of the eighth session of the board of directors (the “**Board**”) of Maanshan Iron & Steel Company Limited (the “**Company**”) was held at the office building of the Company on 30 March 2016. There were seven directors eligible for attending the Meeting and seven of them attended it. Mr. Ding Yi, Chairman of the Company, presided over the Meeting. The following resolutions were considered and approved at the Meeting:

1. The resolution on changes in provisions for price decreases in inventories in fourth quarter of 2015 and changes in provisions for bad debts was approved.

A write-off of RMB309.7022 million was approved for the price decreases in inventories of raw materials, semi-products and finished products. Provisions in the amount of RMB591.3518 million were made for price decreases in inventories of raw materials as well as semi-products and finished products.

A write-off of RMB158,800 was approved for the provision of price decreases in spare parts.

A provision of RMB35 million was approved for bad debts of receivables.

2. The audited financial statements of the Company for 2015.
3. The after-tax profit distribution plan of the Company for 2015.

As audited by Ernst & Young Hua Ming (LLP), for the year of 2015, the Company's net loss amounted to approximately RMB4,172 million under PRC Accounting Standards. According to laws and regulations of the People's Republic of China and the Company's articles of association, as the Company recorded losses, the Board did not recommend the distribution of profit for the year of 2015 and the transfer of capital reserve fund to increase

share capital.

4. The Work Report of the Board for 2015.
5. In accordance with the authorisation granted in the 2014 annual general meeting and upon the review and confirmation by the Audit Committee which is comprised of independent directors, the Board decided to pay Ernst & Young Hua Ming (LLP) the annual fee of RMB4.985 million for 2015, including the annual audit fee of RMB4.40 million (including an internal control audit fee of RMB600,000), and the fee for executing the agreed procedures for interim financial report of RMB585,000.
6. Proposal to re-appoint Ernst & Young Hua Ming (LLP) as the auditor of the Company for the year of 2016 at general meeting, and to authorize the Board to determine its remuneration.
7. In accordance with the authorisation granted at general meeting and in view of the results of the remuneration appraisals of respective directors and senior management for 2015 by the Remuneration Committee of the Board, the remunerations for directors and senior management for 2015 were approved.
8. The full text and the summary of the Company's 2015 Annual Report.
9. The Assessment Report on Internal Control of the Company for the year of 2015 was approved, and the Chairman was authorized to sign it.
10. The Social Responsibility Report of the Company for the year of 2015 was approved, and the Chairman was authorized to sign it.
11. The changes in the Administrative Measures of the Hedging Business of Financial Derivative of Maanshan Iron & Steel Company Limited were approved.
12. The Company's trade financing within USD200 million by handling corresponding forward foreign exchange on a deal-by-deal basis, while locking the purchase exchange rate of U.S. dollar financing upon the payment due date, with the amount of U.S. dollar financing being determined by the payment amount of each actual ore purchase order was approved. Authorization of the Chairman or the manager of the Planning and Finance Department authorized by the Chairman to review and approve forward foreign exchange business on a deal-by-deal basis and to sign foreign exchange forward contracts with financial institutions was approved.
13. The adjustment of depreciation period of fixed assets of Anhui Changjiang Steel Co., Ltd was approved.

The above-mentioned resolutions 2, 3, 4, and 6 will be submitted to the annual general meeting for consideration.

The voting results on the above resolutions were all as follows: 7 voted in favour, 0 voted against and 0 abstained from voting.

The Board
Maanshan Iron & Steel Company Limited

30 March 2016
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