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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)

**ANNOUNCEMENT ON RESOLUTIONS PASSED AT THE
2015 ANNUAL GENERAL MEETING**

Important Notes:

- Resolution voted down at the 2015 annual general meeting (the "AGM"): None

A. Convocation and Attendance of the AGM

- a) Date of the AGM: 15 June 2016
- b) Venue of the AGM: 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 AGM: As at the shareholding registration date of the AGM, 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 shares were H shares), representing the total number of shares entitling their holders to attend and vote on resolutions at the AGM.

1. Total number of shareholders attending either in person or by proxy	9
Among which: Number of holders of A shares	8
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 AGM (Shares)	3,739,026,087
Among which: Total number of shares held by holders of A shares	3,508,041,756
Total number of shares held by holders of overseas listed foreign shares (H shares)	230,984,331
3. Percentage of shares with voting rights held by holders present at the AGM to total number of shares with voting rights of the Company (%)	48.55

Among which: Shares held by holders of A shares to total number of shares (%)	45.55
Shares held by holders of overseas listed foreign shares to total number of shares (%)	3.00

- d) Voting was held in compliance with stipulations of the Company Law and articles of association of the Company. The AGM was presided over by Mr. Ding Yi, the chairman of the Company.
- e) Directors, supervisors and secretary to the board present at the AGM
- i. Five out of seven current directors of the Company were present at the AGM. Mr. Su Shihuai, director and Ms. Yang Yada, independent director, were unable to attend the AGM due to business engagement;
 - ii. Three out of five current supervisors of the Company were present at the AGM. Mr. Zhang Xiaofeng, supervisor and Mr. Wong Chun Wa, independent supervisor, were unable to attend the AGM due to business engagement;
 - iii. Mr. Hu Shunliang, secretary of the board of directors, was present at the AGM.
 - iv. Mr. Gao Haichao, a member of the senior management was present at the AGM.

B. Deliberation of the Resolutions

a) Resolutions for Non-cumulative voting

1. Resolution: To consider and approve the work report of the board of directors for the year 2015

Result: Approved

Voting results:

Type of shareholders	For		Against	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shareholders	3,508,040,756	93.83	0	0
H shareholders	230,807,331	6.17	0	0
Total number of ordinary shares:	3,738,848,087	100	0	0

2. Resolution: To consider and approve the work report of the supervisory committee for the year 2015

Result: Approved

Voting results:

Type of shareholders	For		Against	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shareholders	3,508,040,756	93.83	0	0
H shareholders	230,807,331	6.17	0	0
Total number of ordinary shares:	3,738,848,087	100	0	0

3. Resolution: To consider and approve the audited financial statements for the year 2015

Result: Approved

Voting results:

Type of shareholders	For		Against	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shareholders	3,508,040,756	93.83	0	0
H shareholders	230,807,331	6.17	0	0
Total number of ordinary shares:	3,738,848,087	100	0	0

4. Resolution: To consider and approve the appointment of Ernst & Young Hua Ming LLP as the Company's auditor for the year of 2016, and to authorise the board of directors to determine the remuneration of the auditor based on that in 2015

Result: Approved

Voting results:

Type of shareholders	For		Against	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shareholders	3,508,040,756	93.82	0	0

H shareholders	230,984,331	6.18	0	0
Total number of ordinary shares:	3,739,025,087	100	0	0

5. Resolution: To consider and approve the profit distribution plan for the year 2015

Result: Approved

Voting results:

Type of shareholders	For		Against	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shareholders	3,508,040,756	93.82	0	0
H shareholders	230,984,331	6.18	0	0
Total number of ordinary shares:	3,739,025,087	100	0	0

6. Resolution: To consider and approve the 13th Five-Year Strategic Development Plan of the Company

Result: Approved

Voting results:

Type of shareholders	For		Against	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shareholders	3,508,040,756	93.82	0	0
H shareholders	230,984,331	6.18	0	0
Total number of ordinary shares:	3,739,025,087	100	0	0

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

Result: Approved

Voting results:

Type of shareholders	For		Against	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shareholders	3,508,040,756	93.82	0	0
H shareholders	230,984,331	6.18	0	0
Total number of ordinary shares:	3,739,025,087	100	0	0

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 (%)
5	To consider and approve the profit distribution plan for the year 2015	1,573,300	100	0	0
7	To consider and approve the proposed amendments to the Articles of Association	1,573,300	100	0	0

c) Illustration regarding voting on the resolutions

Agenda item No. 7 of the AGM “To consider and approve the proposed amendments to the Articles of Association” was a special resolution, and it was approved by over two-third of the total number of shares with valid voting rights.

As at the date of the AGM, no shareholder entitled to attend the AGM was required to abstain from voting in favour of the resolution pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. There was no restriction on shareholders as to their votes on any resolution at the AGM, and no shareholder entitled to attend the AGM was required to vote only against the proposed resolutions at the AGM. Members present in person or by proxy were entitled to one vote for each share they held.

In addition, the working report of the Company’s independent directors for the year of 2015 was presented in the AGM.

C. Lawyer Attestation

- a) Mr. Wang Haitao of Da Hua Certified Public Accountants was appointed as the scrutineer for the vote-taking at the AGM.
- b) Attesting law firm for the AGM: Beijing Zhonglun (Shanghai) Law Firm
Lawyers: Chen Yi, Wang Fan
- c) Legal opinion after attestation:
 - i. The convening and convocation procedures of the AGM 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 AGM were lawful and valid.
 - iii. The voting procedures and the poll results of the AGM were lawful and valid.

D. Documents Available for Inspection

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

The Board
Maanshan Iron & Steel Company Limited

15 June 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 Director: Su Shihuai, Ren Tianbao

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