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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)

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

At the meeting of the board of directors (the "**Board**") of Maanshan Iron & Steel Company Limited (the "**Company**") held on 23 August 2017, the Board approved, inter alia, to submit a proposal to amend the articles of association of the Company and its appendix (the "**Articles of Association**"). The proposed amendments to the Articles of Association are subject to the consideration and approval of the shareholders of the Company (the "**Shareholders**") by way of a special resolution at the extraordinary general meeting of the Company to be held in 2017 (the "**EGM**").

A circular containing, inter alia, further details concerning the proposed amendments to the Articles of Association and a notice of the EGM will be dispatched to the Shareholders in due course.

### INTRODUCTION

The Board announces that at a meeting of the Board held on 23 August 2017, the Board approved, inter alia, to submit a proposal to amend the Articles of Association. The proposed amendments to the Articles of Association are subject to the consideration and approval of the Shareholders by way of a special resolution at the EGM. At the same time, the Board proposes that the EGM shall authorise the Board to make appropriate modifications to the wordings of the amendments to the Articles of Association pursuant to the requirements of the relevant authorities and to handle other related matters (if necessary).

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed the following amendments to the Articles of Association:

Serial number	Original	Proposed amendment
I	Articles of Association	
1		An article is proposed to be added after Article 8, as Article 9 of the new Articles of Association: <b><u>In accordance with the requirements of the</u></b>

		<p><b><u>Constitution of the Communist Party of China, the Company shall establish an organisation under the Party to carry out the Party’s activities. The Company shall provide necessary conditions to facilitate such activities.</u></b></p> <p>Serial number of the Articles of Association will be adjusted accordingly, which will also be applicable below.</p>
2	<p>Article 54 The shareholders’ general meeting shall exercise the following powers:</p> <p>(1) to determine the business plans and annual investment plans of the Company;</p> <p>(2) to elect and replace directors, and to decide on matters relating to the remunerations of directors;</p> <p>(3) to elect and replace those supervisors (who are non-employee representatives), and to decide on matters relating to the remunerations of supervisors;</p> <p>(4) to consider and approve any report submitted by the Board;</p> <p>(5) to consider and approve any report submitted by the supervisory committee;</p> <p>(6) to consider and approve the annual financial budget and final accounts of the Company;</p> <p>(7) to consider and approve the profit distribution plan and the plan for making up accrued losses of the Company;</p> <p>(8) to resolve on the increase or reduction in the registered capital of the Company;</p> <p>(9) to resolve on matters such as merger, division, dissolution, liquidation or alteration of the nature of the Company;</p> <p>(10) to resolve on the issuance of debentures by the Company;</p> <p>(11) to resolve on the Company’s appointment, dismissal or non-renewal of the appointment of an accounting firm;</p> <p>(12) to amend the Articles of Association;</p>	<p><b><u>Article 55</u></b> The shareholders’ general meeting shall exercise the following powers:</p> <p>(1) to determine the business plans and annual investment plans of the Company;</p> <p>(2) to elect and replace directors, and to decide on matters relating to the remunerations of directors;</p> <p>(3) to elect and replace those supervisors (who are non-employee representatives), and to decide on matters relating to the remunerations of supervisors;</p> <p>(4) to consider and approve any report submitted by the Board;</p> <p>(5) to consider and approve any report submitted by the supervisory committee;</p> <p>(6) to consider and approve the annual financial budget and final accounts of the Company;</p> <p>(7) to consider and approve the profit distribution plan and the plan for making up accrued losses of the Company;</p> <p>(8) to resolve on the increase or reduction in the registered capital of the Company;</p> <p>(9) to resolve on matters such as merger, division, dissolution, liquidation or alteration of the nature of the Company;</p> <p>(10) to resolve on the issuance of debentures by the Company;</p> <p>(11) to resolve on the Company’s appointment, dismissal or non-renewal of the appointment of an accounting firm;</p> <p>(12) to amend the Articles of Association;</p>

	<p>(13) to consider any resolution proposed by shareholders representing more than 5% (including 5%) or more of the shares carrying voting rights of the Company;</p> <p>(14) to decide on matters including external investments, leasing of assets, pledges of assets, entrusted operation, and entrusted financial management of the Company;</p> <p>(15) to consider and approve the issue of guarantees as stipulated under Article 55 of the Articles of Association;</p> <p>(16) to consider purchases or sales of the substantial assets for the amount which exceeds 30% of the Company's latest audited total assets within a year;</p> <p>(17) to review and approve the issue of altering the use of raised funds;</p> <p>(18) to consider the stock options incentive scheme;</p> <p>(19) any other issues required to be determined by passing resolutions at the general meeting according to the laws, administrative regulations and the Articles of Association;</p> <p>(20) the shareholders' general meeting may authorise or entrusts the board of directors to deal with the following:</p> <p>(1) to decide on matters including external investments, leasing of assets, pledges of assets, entrusted operation, and entrusted financial management of the Company, in the limit of 10% of the latest audited net assets of the Company;</p> <p>(2) to authorise the board of directors to decide on or deal with matters not provided for in the laws, regulations and the Articles of Association when necessary and reasonable.</p>	<p>(13) to consider any <u>resolution proposed by shareholders representing <b>more than 3%</b> (including 3%)</u> of the shares carrying voting rights of the Company;</p> <p>(14) to decide on matters including external investments, leasing of assets, pledges of assets, entrusted operation, and entrusted financial management of the Company;</p> <p>(15) to consider and approve the issue of guarantees as stipulated under <b>Article 56</b> of the Articles of Association;</p> <p>(16) to consider purchases or sales of the substantial assets for the amount which exceeds 30% of the Company's latest audited total assets within a year;</p> <p>(17) to review and approve the issue of altering the use of raised funds;</p> <p>(18) to consider the stock options incentive scheme;</p> <p>(19) any other issues required to be determined by passing resolutions at the general meeting according to the laws, administrative regulations and the Articles of Association;</p> <p>(20) the shareholders' general meeting may authorise or entrusts the board of directors to deal with the following:</p> <p>(1) to decide on matters including external investments, leasing of assets, pledges of assets, entrusted operation, and entrusted financial management of the Company, in the limit of 10% of the latest audited net assets of the Company;</p> <p>(2) to authorise the board of directors to decide on or deal with matters not provided for in the laws, regulations and the Articles of Association when necessary and reasonable.</p>
3	<p><b>Article 59</b> When the Company convenes an annual general meeting, board of directors, the</p>	<p><b>Article 60</b> When the Company convenes an annual general meeting, board of directors, the</p>

	<p>supervisory committee and shareholder(s) individually and jointly holding more than 5% (including 5%) of the Company’s shares have the right to propose new resolution(s) to the Company in writing. The Company should include the resolution(s) in the agenda of the meeting in so far as matters relate to scope of functions and duties of the shareholder’s general meetings.</p> <p>Any motion put forward in a shareholders’ general meeting shall be subject to the following requirements:</p> <ul style="list-style-type: none"> <li>(i) the contents of the motion shall comply with laws, regulations and the Articles of Association, and shall fall within the scope of business of the Company and the duties of the shareholders’ general meeting;</li> <li>(ii) the motion shall cover a specific subject for discussion with concrete matters to be resolved;</li> <li>(iii) the motion shall be submitted to or served on the board of directors in writing;</li> <li>(iv) in accordance with the laws, administrative regulations and the Articles of Association.</li> </ul>	<p>supervisory committee and shareholder(s) individually and jointly holding more than <u>3%</u> (<u>including 3%</u>) of the Company’s shares have the right to propose new resolution(s) to the Company in writing. The Company should include the resolution(s) in the agenda of the meeting in so far as matters relate to scope of functions and duties of the shareholder’s general meetings.</p> <p>Any motion put forward in a shareholders’ general meeting shall be subject to the following requirements:</p> <ul style="list-style-type: none"> <li>(i) the contents of the motion shall comply with laws, regulations and the Articles of Association, and shall fall within the scope of business of the Company and the duties of the shareholders’ general meeting;</li> <li>(ii) the motion shall cover a specific subject for discussion with concrete matters to be resolved;</li> <li>(iii) the motion shall be submitted to or served on the board of directors in writing;</li> <li>(iv) in accordance with the laws, administrative regulations and the Articles of Association.</li> </ul>
4	<p><b>Article 121</b> Candidates offering themselves to be elected as directors shall be nominated by the board of directors, the supervisory committee or shareholders interested in more than 5% of the Company’s issued shares in separate or aggregated holdings. Candidates offering themselves to be elected as independent directors shall be nominated by the board of directors, the supervisory committee or shareholders interested in more than 1% of the Company’s issued shares in separate or aggregated holdings.</p> <p>The Company shall disclose personal details of the candidates (including resumes and basic background) for directorship prior to the</p>	<p><b><u>Article 122</u></b> Candidates offering themselves to be elected as directors shall be nominated by the board of directors, the supervisory committee or shareholders interested in <u>more than 3%</u> of the Company’s issued shares in separate or aggregated holdings. Candidates offering themselves to be elected as independent directors shall be nominated by the board of directors, the supervisory committee or shareholders interested in more than 1% of the Company’s issued shares in separate or aggregated holdings.</p> <p>The Company shall disclose personal details of the candidates (including resumes and basic background) for directorship prior to the convening of the shareholders’ general meeting</p>

	convening of the shareholders' general meeting to ensure shareholders will have sufficient knowledge of the candidate before the ballot.	to ensure shareholders will have sufficient knowledge of the candidate before the ballot.
5	<b><u>Addition: Chapter 15 Party Organisation</u></b>	
6		<p><b><u>Article 161 The Company shall establish a committee of the Communist Party of China of Maanshan Iron &amp; Steel Company Limited (hereinafter referred to as the "Party Committee").</u></b></p> <p><b><u>Article 162 The Party Committee shall play a core leading role and supervise the implementation of the directional policies of the Party and the country throughout the Company, consider and discuss on major operational and management matters of the Company.</u></b></p> <p><b><u>The Party Committee shall comply with the laws of the country, support the Shareholders' General Meeting, Board, supervisory committee and general manager in exercising their power in accordance with the laws.</u></b></p> <p><b><u>The Company shall adapt to the needs of modern corporate system and market competition, follow the principles of management of officers and talent by the Party to establish a team of high-calibre talent.</u></b></p> <p><b><u>To strengthen the self-construction of the Party Committee, play a leading role in the ideological and political work, the spiritual civilisation construction and the mass organizations such as the labour union and the Communist Youth League.</u></b></p>
II.	Appendix of the Articles of Association : Order of Meeting for Shareholders' General Meeting	
7	Article 10, Paragraph 1 For annual general meetings, shareholder(s) individually or jointly	Article 10, Paragraph 1 For annual general meetings, shareholder(s) individually or jointly

	holding more than 5% (including 5%) of the total voting rights of the Company, the board of directors or the supervisory committee shall have the rights to propose resolution(s) on a provisional basis.	holding <b>more than 3% (including 3%)</b> of the total voting rights of the Company, the board of directors or the supervisory committee shall have the rights to propose resolution(s) on a provisional basis.
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## GENERAL

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the EGM. A circular containing, inter alia, further details concerning the proposed amendments to the Articles of Association and a notice of the EGM will be dispatched to the Shareholders in due course.

By Order of the Board  
**Maanshan Iron & Steel Company Limited**  
**Ding Yi**  
*Chairman*

23 August 2017

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*