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*(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 tenth meeting of the ninth session of the board of directors of Maanshan Iron & Steel Company Limited (the “Company”) was convened at the Magang Office Building on 15 August 2018. There were seven directors eligible for attending the Meeting and seven of them attended it. The Meeting was chaired by Mr. Ding Yi, chairman of the Company. The following resolutions were considered and approved at the Meeting:

1. To approve the Company to transfer 55% equity interest in its wholly-owned subsidiary Maanshan Masteel Scrap Steel Co., Ltd. (“Scrap Steel Company”) to Magang (Group) Holding Co., Ltd (“Magang Group”), the controlling shareholder of the Company.
2. To approve the capital increase of Anhui Magang Chemicals and Energy Technology Company Limited (“Chemicals Company”), a wholly-owned subsidiary of the Company. Other than the capital injection of RMB1,406,140.00 into Chemicals Company, the Company has waived its right of first refusal in relation to the capital increase. The entire additional capital will be subscribed for by Magang Group. Upon the completion of the capital increase, Chemicals Company will be contributed as to 55% and 45% by the Magang Group and the Company respectively.
3. To approve the capital increase of Anhui Masteel K. Wah New Building Materials Co., Ltd. (“K. Wah”), a controlling subsidiary of the Company. The Company has waived its right of first refusal in relation to the capital increase. The entire additional capital will be subscribed for by Magang Group and Profit Access Investments Limited (“Profit Access Company”), an existing shareholder of K. Wah. Upon the completion of the capital increase, K. Wah will be

contributed as to 40%, 30% and 30% by the Magang Group, the Company and the Profit Access Company respectively.

4. To approve the entering into of the Supplementary Continuing Connected Transaction Agreement between the Company and Magang Group.

5. To approve the entering into of the Supplementary Energy Saving and Environmental Protection Agreement between the Company and Anhui Xinchuang Energy Saving and Environmental Protection Science and Technology Co., Ltd. (“Xinchuang Environmental Protection”), a controlling subsidiary of Magang Group.

6. To approve the entering into of the 2019-2021 Continuing Connected Transaction Agreement between the Company and Magang Group.

7. To approve the entering into of the 2019-2021 Sale and Purchase of Ore Agreement between the Company and Magang Group.

8. To approve the entering into of the 2019-2021 Financial Services Agreement between Magang Group Finance Co. Ltd., a controlling subsidiary of the Company, and the Magang Group.

9. To approve the entering into of the 2019-2021 Energy Saving and Environmental Protection Agreement between the Company and Xinchuang Environmental Protection.

10. To approve the entering into of the 2019-2021 Continuing Connected Transaction Agreement between the Company and Scrap Steel Company.

11. To approve the entering into of the 2019-2021 Continuing Connected Transaction Agreement between the Company and Chemicals Company.

12. To approve the entering into of the 2019-2021 Continuing Connected Transaction Agreement between the Company and K. Wah.

13. To approve the newly revised Measures on Internal Control of Connected Transactions of the Company.

For details of the above resolutions no.1, 2, 3, 10, 11 and 12 please refer to the (1) Connected Transactions – Disposal and Deemed Disposal of Interests in Subsidiaries and Continuing Connected Transactions Announcement published by the Company on the same day. For details of the above resolutions no. 4 and 5, please refer to the Continuing Connected Transactions Revision of the Annual Caps for the Existing Energy Saving and Environmental Protection Agreement and the Existing CCT Agreement published by the Company on the same day. For details of the above resolutions no. 6, 7, 8 and 9, please refer to the Continuing

Connected Transactions in relation to New Sale and Purchase of Ore Agreement, New Energy Saving and Environmental Protection Agreement, New CCT Agreement and New Financial Services Agreement published by the Company on the same day.

The above first 12 resolutions were connected transactions. Therefore, connected directors, namely Mr. Ding Yi, Mr. Qian Haifan and Mr. Ren Tianbao has abstained from voting. The voting results by non-connected directors were as follows: 4 voted in favour, 0 voted against and 0 abstained from voting. The voting results of the resolution no.13 were 7 voted in favour, 0 voted against and 0 abstained from voting.

The above first 12 resolutions will be submitted to the general meeting of the Company for consideration, voted by the non-connected shareholders, and shall be effective only after the approval is obtained.

*The Board*  
**Maanshan Iron & Steel Company Limited**

15 August 2018  
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, Zhang Wenyang*

*Non-executive Directors: Ren Tianbao*

*Independent Non-executive Directors: Zhang Chunxia, Zhu Shaofang, Wang Xianzhu*