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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)

## **NOTICE REGARDING 2018 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2018 Second Extraordinary General Meeting (the “EGM”) of Maanshan Iron & Steel Company Limited (“the Company”) will be held at the Magang Office Building, No. 8 Jiu Hua Xi Road, Maanshan City, Anhui Province, the People’s Republic of China (the “PRC”) at 1:30 p.m. on Wednesday, 21 November 2018.

The EGM will consider the following resolutions:

### **ORDINARY RESOLUTIONS:**

1. To consider and approve the Supplementary Continuing Connected Transactions Agreement entered into between the Company and Magang (Group) Holding Company Limited, so as to update the 2018 proposed annual caps under the 2016-2018 Continuing Connected Transactions Agreement entered into between the Company and it on 10 September 2015.
2. To consider and approve the Supplementary Energy Saving and Environmental Protection Agreement entered into between the Company and Anhui Xinchuang Energy Saving and Environmental Protection Science & Technology Co., Ltd., so as to update the 2018 proposed annual caps under the 2016-2018 Energy Saving and Environmental Protection Agreement entered into between the Company and it on 10 September 2015.
3. To consider and approve the transactions contemplated under the 2019-2021 Sale and Purchase of Ore Agreement entered into between the Company and Magang (Group) Holding Company Limited and the relevant proposed annual caps.
4. To consider and approve the transactions contemplated under the 2019-2021 Energy Saving and Environmental Protection Agreement entered into between the Company and Anhui Xinchuang Energy Saving and Environmental Protection Science & Technology Co., Ltd. and the relevant proposed annual caps.

5. To consider and approve the transactions contemplated under the 2019-2021 Continuing Connected Transactions Agreement entered into between the Company and Magang (Group) Holding Company Limited and the relevant proposed annual caps.
6. To consider and approve the loan services transactions contemplated under the 2019-2021 Financial Services Agreement entered into between Magang Group Finance Co. Ltd. and Magang (Group) Holding Company Limited and the relevant proposed annual caps.
7. To consider and approve the Share Transfer Agreement of Ma Steel Scrap Steel Co., Ltd.
8. To consider and approve the Capital Increase Agreement of Anhui Ma Steel K. Wah New Building Materials Co., Ltd.
9. To consider and approve the Capital Increase Agreement of Anhui Ma Steel Chemical Energy Technology Co., Ltd.
10. To consider and approve the transactions contemplated under the 2019-2021 Continuing Connected Transactions Agreement entered into between the Company and Ma Steel Scrap Steel Co., Ltd. and the relevant proposed annual caps.
11. To consider and approve the transactions contemplated under the 2019-2021 Continuing Connected Transactions Agreement entered into between the Company and Anhui Ma Steel K. Wah New Building Materials Co., Ltd. and the relevant proposed annual caps.
12. To consider and approve the transactions contemplated under the 2019-2021 Continuing Connected Transactions Agreement entered into between the Company and Anhui Ma Steel Chemical Energy Technology Co., Ltd. and the relevant proposed annual caps.
13. To consider and approve the Company's 2018 interim profit distribution plan.

By the order of the Board  
**Maanshan Iron & Steel Company Limited**  
**He Hongyun**  
*Secretary to the Board*

28 September 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*

*Notes:*

#### **I. Persons entitled to attend the EGM**

Persons who hold H shares of the Company and are registered as holders of H shares on the register of members maintained by The Hong Kong Registrars Limited as at the market close in the afternoon of Friday, 19 October 2018 shall have the right to attend the EGM after completing the registration procedures for attending the meeting. (Holders of A shares will be notified separately.)

#### **II. Registration procedures for attending the EGM**

1. Holders of H shares shall deliver their written replies for attending the EGM, copies of transfers, share certificates or copies of receipts of share transfer and copies of their own identity cards to the Company by no later than Wednesday, 31 October 2018. If proxies are appointed by shareholders to attend the meeting, they shall, in addition to the aforementioned documents, deliver the proxy forms and copies of their own identity cards to the Company.
2. Shareholders can deliver the necessary documents for registration to the Company in one of the following ways: in person, by post or by facsimile. Upon receipt of such documents, the Company will complete the registration procedures for attending the EGM.

#### **III. Appointing Proxies**

1. Shareholders who have the right to attend and vote at the EGM are entitled to appoint in writing one or more proxies (whether a shareholder or not) to attend the EGM and vote on their behalves.
2. The instrument of appointing a proxy must be in writing signed by the appointer or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign or other documents of authorisation must be notarially certified. The notarially certified power of attorney or other documents of authorisation and proxy forms must be delivered to the registered office of the Company by not less than 24 hours before the time appointed for the holding of the EGM in order for such documents to be valid.

- IV. The Company's register of members for H shares will be closed from Monday, 22 October 2018 to Wednesday, 21 November 2018 (both days inclusive), during which period no transfer of H shares will be registered. Holders of H shares who wish to be entitled to attend the EGM must deliver their instruments of transfer together with the relevant share certificates to The Hong Kong Registrars Limited, the Registrar of H shares of the Company, by no later than 4:30 p.m. on Friday, 19 October 2018. The address of the Registrar for the Company's H shares: 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Share registration date for holders of A shares will be announced later.

V. Subject to and upon the approval of the EGM, the interim dividend for the year of 2018 is expected to be distributed to the shareholders of H Shares whose names appear on the register of members in respect of H Shares maintained in Hong Kong on Monday, 3 December 2018. The register of members of the Company for H shares will close from Wednesday, 28 November 2018 to Monday, 3 December 2018 (both days inclusive). In order to qualify for the distribution of the proposed dividend, all transfer documents accompanied by the relevant share certificates and other appropriate documents must be lodged by the shareholders of H Shares with the Company's H share registrar – Hong Kong Registrars Limited at 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 4:30 p.m. on Tuesday, 27 November 2018. The registered day and relevant details of distributing and acquiring the proposed final cash dividend of the holders of A shares will be disclosed separately.

VI. Shareholders or their proxies attending the EGM shall be responsible for their own accommodation and travel expenses.

VII. Contact of the Company

1. Registered address: No. 8 Jiu Hua Xi Road, Maanshan City, Anhui Province, The PRC
2. Postal code: 243003
3. Contact persons: Mr. Xu Yayan, Mr. Li Wei
4. Telephone: 86-555-2888158
5. Fax: 86-555-2887284