



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: 323)

# **ANNOUNCEMENT ON RESOLUTIONS PASSED AT THE 2008 SECOND EXTRAORDINARY GENERAL MEETING APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS AND SUPERVISORS**

The board of directors of the Company (the “Board of Directors”) and all directors warrant that there are no false representations or misleading statements contained in, or material omissions from, this announcement, and jointly and severally accept full responsibility for the truthfulness, accuracy and completeness of this announcement.

**Important Notices:**

- No resolutions were voted down or amended at the EGM.
- No new resolutions were submitted for voting at the EGM.

## **I. Convocation and Attendance of the EGM**

The 2008 second extraordinary general meeting (the “EGM”) of Maanshan Iron & Steel Company Limited (the “Company”) was held at the Magang Guest House, No. 2 Xi Yuan Road, Maanshan City, Anhui Province, the PRC at 9:00 a.m. on Sunday, 31 August 2008. 4 shareholders or appointed proxies were present at the EGM, representing 4,137,937,816 voting shares or 61.22% of the total voting shares of the Company, among which A shares amounted to 3,833,553,158 shares and H shares amounted to 304,381,658 shares, representing 56.72% and 4.50%, respectively, of the total voting shares of the Company. A quorum was present in accordance with the provisions of the Company Law of the People's Republic of China and the Articles of Association of the Company. Mr. Gu Jianguo, Chairman of the Company, presided over the EGM.

## II. Deliberation of the Resolutions

The following resolutions were considered and approved through voting by a disclosed ballot at the EGM:

1. Members for the sixth session of the Board of Directors of the Company were elected. The cumulative voting system was adopted and individual resolutions were approved respectively for each of the candidates for directors. (Mr. Gu Jianguo, Mr. Wong Chun Wa, Mr. Su Yong, Mr. Hui Leung Wah and Mr. Han Yi had 4,137,937,816 shares voted in favour or 100% of shares with voting rights in issue, 0 share voted against and 0 share abstained from voting; Mr. Gu Zhanggen had 4,132,764,816 shares voted in favour or 99.875% of shares with voting rights in issue, 5,173,000 shares voted against, 0 share abstained from voting; Mr. Su Jiangang, Mr. Zhao Jianming, Mr. Gao Haijian and Mr. Hui Zhigang had 4,137,731,816 shares voted in favour or 99.995% of shares with voting rights in issue, 206,000 shares voted against, 0 share abstained from voting).

Mr. Gu Jianguo, Mr. Gu Zhanggen, Mr. Su Jiangang, Mr. Zhao Jianming, Mr. Gao Haijian, Mr. Hui Zhigang, Mr. Wong Chun Wa, Mr. Su Yong, Mr. Hui Leung Wah and Mr. Han Yi were elected as Directors for the sixth session of the Board of Directors. All candidates for directors were elected for a term of three years, among whom Mr. Wong Chun Wa, Mr. Su Yong, Mr. Hui Leung Wah and Mr. Han Yi were appointed as Independent Non-executive Directors.

2. Non-staff representatives as supervisors of the sixth session of the supervisory committee of the Company were elected. The cumulative voting system was adopted and individual resolutions were approved respectively for each of the candidates for supervisors (Mr. Fang Jinrong and Ms. An Qun had 4,137,937,816 shares voted in favour or 100% of shares with voting rights in issue, 0 share voted against, 0 share abstained from voting; Ms. Cheng Shaoxiu had 4,132,970,816 shares voted in favour or 99.88% of shares with voting rights in issue, 4,967,000 shares voted against, 0 share abstained from voting).

Mr. Fang Jinrong, Ms. Cheng Shaoxiu and Ms. An Qun were elected as supervisors of non-staff representatives for the sixth session of the supervisory committee of the Company. All candidates for supervisors were elected for a term of three years, among whom Ms. Cheng Shaoxiu and Ms. An Qun were appointed as Independent Supervisors. In addition, Mr. Zhang Xiaofeng and Mr. Liu Xianli were appointed as Staff-represented Supervisors.

3. Resolution concerning remuneration of the sixth session of directors and supervisors of the Company was considered and approved (4,137,937,816 shares voted in favour or 100% of shares with voting rights in issue, 0 share voted against, 0 share abstained from voting).

### **III. Notarial Act(s) or Attestation by Lawyer(s)**

In accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Ascenda Certified Public Accountants, Ltd was appointed as the scrutineer for the vote-taking at the EGM. Mr. Zhou Wansong, representative from the Company's domestic law firm, Beijing Zhonglun Law Firm, Shanghai Office, attended the EGM and expressed legal opinions as follows:

1. The convocation and convocation procedures of the EGM were in accordance with the relevant law and regulations and the Articles of Association of the Company.
2. The qualifications of the attendees at the EGM were lawful and valid.
3. The voting procedures of the EGM were lawful and valid.

## APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS AND SUPERVISORS

Reference is made to the notice of EGM of the Company and the circular of the Company (the “Circular”) both dated 14 July 2008. Terms used in this announcement shall have the same meaning as those defined in the Circular unless the context requires otherwise.

The Board of Directors announces that Mr. Gu Jianguo, Mr. Gu Zhanggen, Mr. Su Jiangang, Mr. Zhao Jianming, Mr. Gao Haijian, Mr. Hui Zhigang, Mr. Wong Chun Wa, Mr. Su Yong, Mr. Hui Leung Wah and Mr. Han Yi were re-appointed as Directors for the sixth session of the Board of Directors. All candidates for directors were appointed for a term of three years, among whom Mr. Wong Chun Wa, Mr. Su Yong, Mr. Hui Leung Wah and Mr. Han Yi were re-appointed as Independent Non-executive Directors.

Mr. Fang Jinrong, Ms. Cheng Shaoxiu and Ms. An Qun were re-appointed as supervisors of non-staff representatives for the sixth session of the supervisory committee of the Company. All candidates for supervisors were appointed for a term of three years, among whom Ms. Cheng Shaoxiu and Ms. An Qun were appointed as Independent Supervisors. In addition, Mr. Zhang Xiaofeng and Mr. Liu Xianli were newly appointed as Staff-represented Supervisors.

The particulars of the newly appointed supervisors are set out below:

**Mr. Zhang Xiaofeng**, aged 46, senior political engineer with postgraduate qualifications, is presently Member of the Party Committee of the Company, Chairman of the Labour Union and Director of the Publicity Department (United Front Work Department) of the Company. Mr. Zhang was appointed Director of the Publicity Department (United Front Work Department) of the Company since July 1997. He was appointed Standing Committee Member of the Party Committee and Director of the Publicity Department (United Front Work Department) of the Company in January 2004. Mr. Zhang has also held the positions of Standing Committee Member of the Party Committee, Chairman of the Labour Union and Director of the Publicity Department (United Front Work Department) of Magang (Group) Holding Company Limited.

**Mr. Liu Xianli**, aged 53, senior engineer with postgraduate qualifications, is presently Manager of Enterprise Management Department of the Company. Mr. Liu was appointed Factory Manager of Middle Plate Factory and Hot-rolled Plate Factory of the Company since January 1997. He was appointed Secretary of the Party Committee of Hot-rolled Plate Factory in February 2004, Secretary of the Party Committee and Deputy Factory Manager of First General Steel Making and Rolling Factory in March 2005. He has held the position of Manager of Enterprise Management Department since February 2006.

Save as disclosed above, both Mr. Zhang Xiaofeng and Mr. Liu Xianli have not held any directorship or supervisorship in other listed companies during the last three years and they do not have any relationship with the other directors, supervisors, senior management or substantial or controlling shareholders of the Company, nor have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Maanshan Iron & Steel Company Limited**

31 August 2008

Maanshan City, Anhui Province, the PRC

*As at the date of this announcement, the directors of the Company include:*

*Gu Jianguo, Gu Zhanggen, Su Jiangang, Zhao Jianming, Gao Haijian, Hui Zhigang, Wong Chun Wa\*, Su Yong\*, Hui Leung Wah\*, Han Yi\**

*\* Independent Non-executive Directors*