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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: 323)

OVERSEAS REGULATORY ANNOUNCEMENT

ANNOUNCEMENT ON RESOLUTIONS OF THE BOARD OF DIRECTORS

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

This announcement is made pursuant to rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The seventh meeting of the sixth session of the Board of Directors (the "Meeting") of Maanshan Iron & Steel Company Limited (the "Company") was held at the Company's office building on 18 August 2009. There were 9 directors eligible for attending the Meeting and 9 of them attended the Meeting. Mr. Gu Jianguo, the Chairman of the Company, presided over the Meeting. The following resolutions were considered and approved unanimously at the Meeting:

1. The Resolution on Changes in Provisions for Price Decreases of Inventories was considered and approved.

Write-back of provisions for price decreases of raw materials amounting to RMB889.94 million, and write-back of provisions for price decreases of spare parts amounting to RMB89,600 in the second quarter of 2009 were approved.

Provisions for price decreases of spare parts amounting to RMB12.2413 million in the first half of 2009 was approved.

2. The unaudited 2009 interim financial report, the full text and the summary of the 2009 interim report of the Company were considered and approved.
3. It was decided to establish an independent board committee of the Company (the “Independent Board Committee”) and Mr. Wong Chun Wa, Mr. Su Yong, Mr. Hui Leung Wah and Mr. Han Yi were elected as members of the Independent Board Committee for examining the connected transactions under the Sale and Purchase of Ore Agreement for 2010 to 2012, entered into between the Company and Magang (Group) Holding Company Limited (“Holding”), the controlling shareholder of the Company.
4. It was agreed to appoint Somerley Limited, Hong Kong as the independent financial advisor to conduct due diligence investigation on the connected transactions under the Sale and Purchase of Ore Agreement for 2010 to 2012, entered into between the Company and Holding; and to submit an independent financial advisor’s report to the Independent Board Committee and the independent shareholders on whether the transactions are fair and reasonable.

By Order of the Board of Directors
Gao Haijian
Secretary to the Board of Directors

18 August 2009
Maanshan City, Anhui Province, the PRC

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

Executive Directors: Gu Jianguo, Su Jiangang, Gao Haijian, Hui Zhigang

Non-executive Director: Zhao Jianming

Independent Non-executive Directors: Wong Chun Wa, Su Yong, Hui Leung Wah, Han Yi