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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)*

## **NOTICE OF 2009 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2009 first extraordinary general meeting (the “EGM”) of Maanshan Iron & Steel Company Limited (the “Company”) will be held at the Magang Guest House, No. 2 Xi Yuan Road, Maanshan City, Anhui Province, the People's Republic of China (the “PRC”) at 9:00 a.m. on Tuesday, 15 December 2009.

The EGM will deal with the following matter:

Ordinary resolution:

To consider and approve the Sale and Purchase of Ore Agreement for 2010 to 2012 entered into between the Company and Magang (Group) Holding Company Limited on 15 October 2009, the transactions contemplated under the agreement and the annual caps (details of which are set out in the circular of the Company dated 28 October 2009).

By Order of the Board

**Gao Haijian**

*Secretary to the Board*

27 October 2009

Maanshan City, Anhui Province, the PRC

*As at the date of this notice, 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*

*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 on Friday, 13 November 2009 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, 25 November 2009. If proxies are appointed by shareholders to attend the EGM, they shall, in addition to the aforementioned documents, deliver the forms of proxy and copies of their own identity cards to the Company.
2. Shareholders can deliver the necessary documents for registration to the Company in the following ways: either in person, by post or by facsimile. Upon receipt of such documents, the Company will complete the registration procedures for shareholders 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 and vote on their behalf.
2. The instrument appointing a proxy must be in writing signed by the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, 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 forms of proxy must be delivered to the Company's office address 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. Shareholders or their proxies attending the EGM shall be responsible for their own accommodation and travel expenses.

V. The Company's register of members for H shares will be closed temporarily from Monday, 16 November 2009 to Tuesday, 15 December 2009 (both days inclusive), during which period no transfer of H shares will be registered. Holders of H shares who wish 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 4:00 p.m. on Friday, 13 November 2009.

The address of the Registrar for the Company's H shares: Rooms 1806-1807, 18/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

Share record date for holders of A shares will be announced separately.

VI. Company's office address : No. 8 Jiu Hua Xi Road, Maanshan City, Anhui Province, the PRC.  
Postal code: 243003

Telephone : 86-555-2888158

Fax : 86-555-2887284

Contact persons : Ms. He Hongyun, Mr. Xu Yayan