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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)

OVERSEAS REGULATORY ANNOUNCEMENT

ANNOUNCEMENT ON RESOLUTIONS OF THE BOARD OF DIRECTORS

The Company and members of the board of directors (the “Board”) warrant that there are no false representations or misleading statements contained in, or material omissions from, this announcement, and severally and jointly accept responsibility for the truthfulness, accuracy and completeness of the content 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 twenty-second meeting of the sixth session of the Board (the “Meeting”) of Maanshan Iron & Steel Company Limited (the “Company”) was held at the office building of the Company on 27 April 2011. There were nine Directors eligible for attending the Meeting and nine of them attended the Meeting. Mr. Gu Jianguo, Chairman of the Company, presided over the Meeting. The following resolutions were considered and approved unanimously at the Meeting:

1. The 2011 First Quarterly Report of the Company was considered and approved.
2. The resolution on the Company’s investment in the restructuring of Anhui Changjiang Steel Co., Ltd. was considered and approved.

The Company will contribute approximately RMB1,234 million for the investment in the restructuring of Anhui Changjiang Steel Co., Ltd. Upon completion of the investment in the restructuring, the Company will hold 55% equity interests in the company. For specific details, please refer to the “Announcement on External Investment of Maanshan Iron & Steel Company Limited”.

3. The resolution on establishing a subsidiary by Ma Steel (Hefei) Iron & Steel Co., Ltd., a controlling subsidiary of the Company, was considered and approved.

Ma Steel (Hefei) Iron & Steel Co., Ltd. will contribute RMB1.18 billion to establish a wholly-owned subsidiary Ma Steel (Hefei) Plates Co., Ltd. (馬鋼(合肥)板材有限責任公司).

4. The “Work System for the Secretary to the Board of Maanshan Iron & Steel Company Limited” was considered and approved.
5. The resolution on issuance of corporate bonds was considered and approved.

In order to further improve the debt structure, broaden the financing channels, meet the capital requirements and reduce the financing costs of the Company, the Company proposes a public issuance of Corporate Bonds in PRC in accordance with the Company Law, the Securities Law, “Measures for the Pilot Scheme on the Issuance of Corporate Bonds” and other relevant laws and regulations in combination with the analysis and comparison of the current bond market as well as the capital requirements of the Company. The specific proposal is as follows:

(1) Size of the issuance

The size of the Proposed Issuance of corporate bonds will not be more than RMB5.5 billion. The AGM shall authorise the Board to determine the specific size of the issuance within the aforesaid range based on the details of the Company’s capital requirements and the market conditions at the time of the issuance.

(2) Arrangements for placement with the Company’s holders of A shares

The corporate bonds in the Proposed Issuance may be placed with holders of A shares of the Company. The AGM shall authorise the Board to determine the specific placement arrangements (including whether the placement will proceed or not, placement ratio, and so forth) based on the market conditions at the time of the issuance.

(3) Term of bonds

The term of the corporate bonds of the Proposed Issuance will not be more than ten years. The AGM shall authorise the Board to determine the specific term prior to the issuance based on the market conditions and the details of the Company’s capital requirements.

(4) Use of proceeds

Proceeds from the Proposed Issuance of corporate bonds will be used to improve the debt structure, to pay the Company’s debts and to replenish the working capital. The AGM shall authorise the Board to determine the specific uses of the proceeds within the aforesaid range based on the details of the Company’s capital requirements.

(5) Venue of listing

Upon completion of the Proposed Issuance of corporate bonds, the Company will file an application as soon as possible with the Shanghai Stock Exchange for the listing of the corporate bonds. Subject to the approval by the regulatory authorities, the Proposed Issuance of the corporate bonds may also be listed on other stock exchanges permitted under the applicable laws.

(6) Terms of guarantee

The AGM shall authorise the Board to determine the arrangements for providing a guarantee for the Proposed Issuance of corporate bonds.

(7) Validity of the resolution

The resolution on the Proposed Issuance of corporate bonds is valid for 36 months from the date of considering and approving the resolutions at the general meeting.

(8) Matters authorised to the Board in respect of the Issuance

The AGM shall authorise the Board and the authorised person of the Board to handle the following matters related to the Proposed Issuance of corporate bonds with full authority, in accordance with the relevant laws and regulations of the Company Law, the Securities Law and “Measures for the Pilot Scheme on the Issuance of Corporate Bonds” as well as other relevant requirements of the Articles of Association and in line with the prevailing market conditions on the basis of the principle of safeguarding the maximum interests of shareholders, including but not limited to:

- (A) formulate a specific proposal on the Issuance of the corporate bonds, and amend and modify the terms of the Issuance of the corporate bonds in accordance with the State laws and regulations as well as relevant rules of the securities regulatory authorities and the resolutions passed at the shareholders’ general meeting and in line with the actual situations of the Company and the market, including but not limited to all matters related to the terms of the Issuance such as the specific size of the issuance, the term of the bonds, the type of the bonds, the interest rate of the bonds and the method of determining such interest rate, the scheduling of issuance (including whether the issuance is made in tranches, the number of tranches, and so forth), the guarantee plan, whether innovative provisions such as put and call provisions will be set, rating arrangements, specific subscription methods, specific placement arrangements, the duration and methods of repayment of the principal and interests thereon and the listing of the bonds;
- (B) engage intermediaries to handle the filing of an application for the Issuance of the corporate bonds, and the listing of the corporate bonds upon completion of the Issuance, including but not limited to authorising, executing, performing, amending and completing all the necessary documents, contracts, agreements and pacts (including but not limited to prospectus, sponsorship agreements, underwriting agreements, bond trusteeship agreements, listing agreements, all announcements and other legal documents, and so forth) related to the issuance and listing of the corporate bonds, and making relevant information disclosure in accordance with the laws, regulations and other regulatory documents;
- (C) select a bond trustee for the corporate bonds in the Issuance, sign a bond trusteeship agreement and formulate rules for bondholders’ meetings;

- (D) make relevant modifications on the specific proposal on the Issuance of the corporate bonds and related matters based on the views of the regulatory authorities in the event of changes in the policy of the regulatory authorities regarding the issuance of corporate bonds or changes in the market conditions, except for matters which are required to be re-voted upon at the shareholders' general meeting in accordance with relevant laws, regulations and the Articles of Association of the Company;
- (E) handle other specific matters related to the Issuance and the listing of the corporate bonds;
- (F) this authorisation commences from the date of consideration and approval by the shareholders' general meeting until the date of completion of the handling of the aforesaid matters so authorised.

The Board of the Company hereby requests the AGM to approve the Board to authorise one of the Company's Directors as the authorised person for the Proposed Issuance to specifically handle matters related to the Proposed Issuance according to the resolutions passed at the shareholders' general meeting and the Board's authorisation.

The aforesaid authorised person has the right to handle the matters related to the Issuance on and listing on behalf of the Company during the course of the Issuance according to the scope of authorization specified in the resolutions passed at the AGM and the further authorisation of the Board in the scope of the authorisation by the shareholders' general meeting.

(9) Protective measures for paying debts

The AGM shall authorise the Board to take the following measures in the event that it is expected not to be able to pay the principal and interests of the bonds on schedule or it is not able to pay the principal and interests of the bonds on schedule when they are due:

- (A) not distribute profits to the shareholders;
- (B) suspend major foreign investments, mergers or acquisitions as well as other capital expenditure projects;
- (C) deduct or cease the payment of wages and bonuses of directors and senior management;
- (D) not transfer main responsible persons.

The AGM will consider and vote on the resolution and Item (1) to Item (9) of the resolution item by item.

6. The amendments to the articles of association of the Company and its appendix “Rules of Procedures for Shareholders’ General Meetings” were considered and approved (please refer to the website of the Shanghai Stock Exchange <http://www.sse.com.cn>). The amendments will be proposed to the annual general meeting for approval, authorising the Board to make appropriate modifications to the wordings of the amendments to the articles of association pursuant to the requirements of the relevant authorities and to carry out other related matters.
7. The agenda of the 2010 annual general meeting was considered and approved. The annual general meeting was determined to be held at Magang Guest House, No. 2 Xi Yuan Road, Maanshan City, Anhui Province, the PRC at 9:00 a.m. on 15 June 2011.

Furthermore, the independent directors’ work report was presented at the Meeting. The report will be tabled to the annual general meeting.

The above resolutions 5 & 6 will be tabled to the annual general meeting for consideration. The notice of annual general meeting will be announced separately.

By Order of the Board
Gao Haijian
Secretary to the Board

27 April 2011
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