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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred all** your shares in Maanshan Iron & Steel Company Limited, you should at once hand this circular together with the enclosed reply slip and form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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*(A joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 00323)**

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION AND ITS APPENDICES;  
(2) ELECTION OF NEW SESSION OF THE BOARD  
AND SUPERVISORY COMMITTEE  
AND  
(3) NOTICE OF 2022 SECOND EXTRAORDINARY GENERAL MEETING**

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Unless the context otherwise requires, all capitalised terms used in this circular have the meanings set out in the section headed "Definitions" of this circular.

A letter from the Board is set out from pages 1 to 7 of this circular.

The Company will hold the EGM at Magang Office Building, No.8 Jiu Hua Xi Road, Maanshan City, Anhui Province, the PRC at 1:30 p.m. on Thursday, 1 December 2022. The notice is set out from pages 13 to 15 of this circular.

Whether or not you intend to attend the said meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and return it to the Company's registered office (in the case of proxy form for, by holders of domestic shares) at No.8 Jiu Hua Xi Road, Maanshan City, Anhui Province, the PRC or to Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of proxy form for, by holders of H shares) in any event not later than 24 hours before the time appointed for such meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the said meeting or any adjournment thereof.

16 November 2022

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## DEFINITIONS

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*In this circular, the following expressions have the following meaning unless the context otherwise requires:*

“Articles of Association”	the articles of association of the Company
“Board”	the board of the Directors of the Company
“Company”	Maanshan Iron & Steel Company Limited
“Director(s)”	the director(s) of the Company
“EGM”	the 2022 second extraordinary general meeting of the Company to be held on Thursday, 1 December 2022 to approve the resolutions in relation to, among other things, (1) the proposed amendments to the Articles of Association and its appendices; (2) the election of new session of the Board and Supervisory Committee
“H Shares”	the foreign shares in the share capital of the Company, with a nominal value of RMB1.00 per share, which are on the Hong Kong Stock Exchange, and subscribed for and traded in Hong Kong dollars
“Latest Practicable Date”	10 November 2022
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of shares of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company

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LETTER FROM THE BOARD

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*(A joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 00323)**

*Executive Directors:*

Ding Yi (*Chairman*)

Ren Tianbao

*Independent Non-executive Directors:*

Zhang Chunxia

Zhu Shaofang

Wang Xianzhu

*Registered office:*

No. 8 Jiu Hua Xi Road

Maanshan City

Anhui Province

the PRC

*Office address:*

No.8 Jiu Hua Xi Road

Maanshan City

Anhui Province

the PRC

16 November 2022

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION AND ITS APPENDICES;  
(3) ELECTION OF NEW SESSION OF THE BOARD  
AND SUPERVISORY COMMITTEE  
AND  
(3) NOTICE OF THE SECOND EGM IN 2022**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 15 November 2022.

The purpose of this circular is to inform you the details in relation to (1) the proposed amendments to the Articles of Association and its appendices; and (2) the election of new session of the Board and Supervisory Committee, and to issue the notice of EGM.

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## LETTER FROM THE BOARD

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### I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to meet the requirements of sustainable economic and social development, implement the Company's development strategy and improve the Company's development quality, the "Proposed Amendments to the Articles of Association and its Appendices of Maanshan Iron & Steel Company Limited" was reviewed and approved at the 67<sup>th</sup> meeting of the ninth session of the Board of the Company on 15 November 2022, proposing to amend the Articles of Association and its appendices. The amendments will be submitted to the general meeting for review and approval, and it is requested that the Board be authorized at the general meeting to make appropriate adjustments to the wordings and handle other related matters (if necessary) in accordance with the requirements of competent authorities.

The Board proposed the following amendments to the Articles of Association and its appendices:

No.	Current contents of the Articles	Contents of the Articles after Proposed Amendments
1	<p>Article 101 The Company shall establish a board of directors comprising seven directors. Among the directors, external directors shall represent more than half of the members of the board of directors, independent directors shall represent more than one-third of the members of the board of directors, and at least one independent director shall be an accounting professional.</p> <p>The board of directors shall have a chairman. Directors are not required to hold shares of the Company.</p>	<p>Article 101 The Company shall establish a board of directors comprising seven directors. Among the directors, external directors shall represent more than half of the members of the board of directors, independent directors shall represent more than one-third of the member of the board of directors, and at least one independent director shall be an accounting professional.</p> <p>The board of directors shall have a chairman <u>and a vice chairman</u>. Directors are not required to hold shares of the Company.</p>

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**LETTER FROM THE BOARD**

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No.	Current contents of the Articles	Contents of the Articles after Proposed Amendments
2	<p>Article 131 The Company shall set up the Strategy Development Committee. The committee shall comprise of the directors of the Company. The members of the committee shall be nominated by the Chairman of the Company and elected by the Board.</p> <p>There shall be one chairman for the Strategy Development Committee, which is the Chairman of the Company.</p> <p>The main duties of the Strategy Development Committee are:</p> <p>.....</p> <p>(6) To responsible for the Environmental, Social and Governance (ESG) work of the Company, and put forward relevant suggestions to the Board;</p> <p>.....</p>	<p>Article 131 The Company shall set up the <u>Strategy and Sustainable Development Committee</u>. The committee shall comprise of the directors of the Company. The members of the committee shall be nominated by the Chairman of the Company and elected by the Board.</p> <p>There shall be one chairman for the <u>Strategy and Sustainable Development Committee</u>, which is the Chairman of the Company.</p> <p>The main duties of the <u>Strategy and Sustainable Development Committee</u> are:</p> <p>.....</p> <p>(6) To responsible for the <u>sustainable development of the Company (including but not limited to: Environmental, Social and Governance (ESG), etc.)</u>, and put forward relevant suggestions to the Board;</p> <p>.....</p>

**LETTER FROM THE BOARD**

No.	Current contents of the Articles	Contents of the Articles after Proposed Amendments
3	<p>Article 132 The board of directors of the Company shall establish a audit committee consisting of not less than three members with a majority of independent non-executive directors and an independent non-executive director as convenor. At least one of the members of the audit committee shall have appropriate professional qualifications or accounting or related financial management expertise.</p> <p>The main duties of the audit committee are:</p> <p>.....</p> <p>(5) To review and examine the internal control system of the Company;</p> <p>.....</p>	<p>Article 132 The board of directors of the Company shall establish <u>an audit and compliance committee</u> consisting of not less than three members with a majority of independent non-executive directors and an independent non-executive director as convenor. At least one of the members of the audit committee shall have appropriate professional qualifications or accounting or related financial management expertise.</p> <p>The main duties of the <u>audit and compliance committee</u> are:</p> <p>.....</p> <p>(5) To review and examine the <u>internal control, risk management and compliance management systems</u> of the Company;</p> <p>.....</p>
4	<p>Article 148 The supervisory committee shall consist of five supervisors, with supervisors appointed from employee representatives of the Company accounting for more than one-third and external supervisors accounting for more than one-half of the members of the supervisory committee, and with more than two independent supervisors.</p> <p>.....</p>	<p>Article 148 The supervisory committee shall consist of <u>three</u> supervisors, with supervisors appointed from employee representatives of the Company accounting for more than one-third and external supervisors accounting for more than one-half of the members of the supervisory committee, and with more than <u>one</u> independent supervisor.</p> <p>.....</p>

## LETTER FROM THE BOARD

No.	Current contents of the Articles	Contents of the Articles after Proposed Amendments
<b>Order of Meeting for the Board</b>		
5	<p>Article 13 In the event that matters within the terms of reference of the Board of Directors are related to the development of the company's strategy (including but not limited to, strategic planning, major investment, institutional setup and others), the proposer of the proposal shall report to the Chairman (i.e., the Strategic Development Committee Chairman) from the early stage of the formation of the said matters.</p> <p>.....</p>	<p>Article 13 In the event that matters within the terms of reference of the Board of Directors are related to the development of the company's strategy (including but not limited to, strategic planning, major investment, institutional setup and others), the proposer of the proposal shall <u>report to the Chairman</u> from the early stage of the formation of the said matters.</p> <p>.....</p>

The proposed amendments to the Articles of Association and its appendices are subject to the consideration and approval of the Shareholders by way of a special resolution at the EGM.

## 2. ELECTION OF NEW SESSION OF THE BOARD AND SUPERVISORY COMMITTEE

The term of office of the ninth session of the Board and the Supervisory Committee of the Company has expired. In accordance with the relevant provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Listing Rules of the Shanghai Stock Exchange, the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 1 – Standardised Operation and the Articles of Association, the Company has carried out the election of new session of the Board and the Supervisory Committee as follows:

### I. RELEVANT INFORMATION ON THE ELECTION OF NEW SESSION OF THE BOARD

The 67<sup>th</sup> meeting of the ninth session of the Board of the Company was convened on 15 November 2022 to consider and approve the Resolution on the Nomination of the Candidates for the Directors of the tenth session of the Board, and agree to nominate Mr. Ding Yi, Mr. Mao Zhanhong and Mr. Ren Tianbao as candidates for Directors of the tenth session of the Board of the Company (excluding independent Directors), and nominate Ms. Zhang Chunxia, Ms. Zhu Shaofang, Mr. Guan Bingchun and Mr. He Anrui as candidates for independent Directors of the tenth session of the Board of the Company.



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## LETTER FROM THE BOARD

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The resolution is subject to the consideration and election by the Company's EGM through cumulative voting system. The term of office of the tenth session of the Board of the Company shall be three years commencing from the date of consideration and approval at the EGM. During the term, the Directors of the Company shall comply with the requirements under the relevant laws, regulations and the Articles of Association.

The independent Directors of the ninth session of the Board of the Company expressed their independent opinion that the candidates for the tenth session of the Board of the Company are qualified to serve as Directors of the Company with relevant professional knowledge and ability to perform their duties. Among them, the independent Director candidates are qualified as the independent Directors and there were no relationships between the independent Director candidates and the Company that affects their independence which may reasonably be thought to bear on their independence. The nomination procedure for Directors is in compliance with the provisions of relevant laws, regulations and regulatory documents and the Articles of Association.

Biographical details of the above candidates for Directors are set out in Appendix I to this circular.

### **II. RELEVANT INFORMATION ON THE ELECTION OF NEW SESSION OF THE SUPERVISORY COMMITTEE**

The 56<sup>th</sup> meeting of the ninth session of the Supervisory Committee of the Company was convened on 15 November 2022 to consider and approve the Resolution on the Nomination of the Candidates for the Supervisors of the tenth session of the Supervisory Committee, and agree to nominate Mr. Ma Daoju and Mr. Hong Gongxiang as candidates for Supervisors of the tenth session of the Supervisory Committee of the Company (excluding staff supervisors), among which Mr. Hong Gongxiang is a candidate for independent Supervisor of the tenth session of the Supervisory Committee of the Company. The resolution is subject to the consideration and election by the Company's EGM through cumulative voting system. The above-mentioned candidates for Supervisors, after being elected as Supervisors by the Company's EGM, will form the tenth session of the Supervisory Committee of the Company together with the staff representative Supervisors elected by the Company's staff representative meeting. The term of office of the tenth session of the Supervisory Committee of the Company shall be three years commencing from the date of consideration and approval at the EGM.

Biographical details of the above candidates for Supervisors are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 3. EGM

The EGM will be held at 1:30 p.m. on 1 December 2022 at the Magang Office Building, No. 8 Jiu Hua Xi Road, Maanshan City, Anhui Province, at which relevant resolutions will be proposed, including the approval of the resolutions in relation to (1) the proposed amendments to the Articles of Association and its appendices; and (2) the election of new session of the Board and Supervisory Committee.

Whether or not you are able to attend the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so desire.

### 4. RECOMMENDATIONS

The Board considers that (1) the proposed amendments to the Articles of Association and its appendices and (2) the election of new session of the Board and Supervisory Committee are in the interests of the Company and the Shareholders as a whole, and thereby recommends the Shareholders to vote in favour of the resolutions at the EGM.

Yours faithfully,  
By order of the Board  
**Maanshan Iron & Steel Company Limited**  
**Ding Yi**  
*Chairman*

**Candidates for Directors**

Mr. Ding Yi: aged 58, a PhD student, a senior engineer. He served as the Deputy General Manager of the Company from January 2004 to July 2011. From July 2011 to June 2013, he served as the Deputy General Manager of Magang (Group) Holding Company Limited (“**Magang Group**”). From June 2013 to December 2020, he served as the General Manager of Magang Group. Effective from August 2013, he served as the Chairman of the Company. Mr. Ding also serves as the Chairman of Magang Group Finance Co., Ltd. and the Chairman of Magang Group Investment Ltd.. As at the Latest Practicable Date, Mr. Ding Yi holds 850,000 A Shares of the Company.

Mr. Mao Zhanhong: aged 52, Bachelor of Science, an engineer. From January 2017 to April 2019, he served as the Deputy Director of the Cold Rolling Technology Management Promotion Committee of Baosteel Co., Ltd., and the Deputy General Manager of Zhanjiang Iron and Steel. From April 2019 to March 2020, Mr. Mao served as the Deputy Director of the Cold Rolling Technology Management Promotion Committee and the director of the Manufacturing Management Department of Baosteel Co., Ltd. From March 2020 to February 2021, he served as the Assistant to General Manager and the Head of Manufacturing Management Department and Deputy Director of Cold Rolling Technology Management Promotion Committee of Baosteel Co., Ltd.. From March 2021 to August 2022, he served as the Deputy General Manager of the Company. Effective from August 2022, he served as the Director and General Manager of Magang Group. As at the Latest Practicable Date, Mr. Mao Zhanhong holds 600,100 A Shares of the Company.

Mr. Ren Tianbao: aged 58, postgraduate degree, senior engineer. He served as the Director of the Company since August 2011. From February 2012 to May 2015, he served as the Secretary to the Board of the Company. From May 2015 to December 2019, he served as the Deputy General Manager of Magang Group. From March 2020 to July 2022, he served as the chairman of Baowu Group Masteel Rail Transportation Material Technology Co., Ltd.. From August 2021 to August 2022, he served as the Deputy General Manager of the Company. Effective from August 2022, he served as the General Manager of the Company. As at the Latest Practicable Date, Mr. Ren Tianbao holds 600,000 A Shares of the Company.

Ms. Zhang Chunxia: aged 59, a doctoral degree holder and a professorate senior engineer. From August 1994 to March 2018, she served as a professor-level senior engineer and doctoral supervisor in the State Key Laboratory of Advanced Steel Processes and Materials of the Central Iron and Steel Research Institute, mainly engaged in research and development in the field of steel metallurgical process engineering and environmental engineering. Ms. Zhang is also a member of the Expert Committee of the China Society of Metals. She served as an independent Director of the Company since 30 November 2017.

Ms. Zhu Shaofang: aged 58, a bachelor degree holder and a Chinese certified public accountant. She was the executive director of the Jiangsu Institute of Certified Public Accountants and one of the first fellow members of the Chinese Institute of Certified Public Accountants. From February 1999 to October 2016, she was the audit manager and partner of Deloitte Touche Tohmatsu Certified Public Accountants LLP and the managing partner of Nanjing Branch. She served as an independent Director of the Company since 30 November 2017.

Mr. Guan Bingchun: male, aged 58, a professorate senior engineer. From October 1988 to December 2002, he was the Deputy Director, Director of Quality Department of the former Ministry of Metallurgical Industry (冶金工業部), Director of Industry Management Department of State Bureau of Metallurgical Industry (國家冶金工業局) and Director of China Metallurgical Industry Quality System Certification Center (中國冶金工業質量體系認證中心). From January 2003, he served as the Chairman and General Manager of Beijing Grand Honour Management System Certification Co., Ltd. and Beijing Grand Honour Certification Co., Ltd.. Mr. Guan concurrently served as the independent Director of Anyang Iron & Steel Co., Ltd. and the Expert Committee Member of Rating Committee of China Quality Award.

Mr. He Anrui: male, aged 50, with postgraduate degree, doctorate in engineering, researcher and doctoral supervisor. From March 2011 to June 2016, he served as the Vice President and President of Institute of Metallurgical Engineering of University of Science and Technology Beijing. From June 2016 to October 2022, he served as the President of Institute of Engineering Technology of University of Science and Technology Beijing. Effective from June 2018, he served as the Vice Chairman of University of Science and Technology Beijing Engineering and Research Institute Co., Ltd.; Effective from August 2022, he served as the Director of Collaborative Innovation Center of Steel Technology of University of Science and Technology Beijing. Mr. He concurrently also served as the Director of National Engineering Research Center for Advanced Rolling and Intelligent Manufacturing.

Save as disclosed above, the above candidates have not held any directorship in any public listed companies whose securities are listed in Hong Kong or any overseas security markets in the last three years, have not served in any affiliated companies of the Company, and do not have any relationship with any other directors, senior management, substantial Shareholder or controlling Shareholder of the Company.

Save as disclosed above, the above candidates do not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the Latest Practicable Date.

The Chairman and Vice Chairman shall not receive any remuneration from the Company. Executive Directors other than the Chairman and Vice Chairman shall receive remuneration from the Company, and the Company shall determine their annual remuneration according to their positions, the performance of the Company and individual contributions, pursuant to the Administrative Measures for Performance and Remuneration of Directors, Supervisors and Senior Management Personnel. The annual allowance for independent non-executive Director is RMB150,000 (tax inclusive), and the expenses incurred in performing their duties shall be reimbursed by the Company.

After the end of the relevant financial year, the Company shall submit the remuneration of all Directors to the annual general meeting for consideration. The Remuneration Committee of the Board is responsible for the organisation of executive body to conduct performance appraisal of the Directors and the audit of appraisal results. The annual remuneration report shall be prepared based on the results and submitted to the general meeting for consideration after being considered and approved by the Board.

Subject to the approval of the Shareholders on the appointment of the above candidates as the Director at the EGM, the Company will enter into service contracts with the above Directors, in respect of their services to the Company stating, among other things, the annual remuneration (if any) and the length of service.

No other information relating to the election and appointment of the above candidates is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules. Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders.

**Candidates for Supervisors**

Mr. Ma Daoju, aged 56, a postgraduate and a senior engineer. From September 2008 to March 2011, He served as the head and deputy secretary of the Party Committee of Banji Coal Mine of SDIC Xinji Company. From December 2013 to August 2017, he served as the director of the Safety Supervision Bureau of SDIC Xinji Company. From August 2017 to January 2020, he served as the director of Anhui Coal Mine Safety Supervision Technology Center. He has served as the chairman of the Supervisory Committee of Magang (Group) Holding Company Limited since January 2020.

Mr. Hong Gongxiang, aged 59, a second-grade professor and a doctoral supervisor. From 2007 to 2009, he served as the deputy dean of the School of Economics at the Anhui University of Technology. From September 2009 to September 2012, he served as the deputy director of the Research Department of Anhui University of Technology. From September 2012 to October 2013, he served as the dean of the School of Economics at the Anhui University of Technology. He has served as the dean of the School of Business at the Anhui University of Technology since October 2013. He has been the secretary of the Party Committee of the School of Business at the Anhui University of Technology since 2019.

Save as disclosed above, the above candidates have not held any directorship in any public listed companies whose securities are listed in Hong Kong or any overseas security markets in the last three years, have not served in any affiliated companies of the Company, and do not have any relationship with any other directors, senior management, substantial Shareholder or controlling Shareholder of the Company.

Save as disclosed above, the above candidates do not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this circular.

The candidate for shareholder Supervisor of the tenth session of the Supervisory Committee is Mr. Ma Daoju and the candidate for independent Supervisor is Mr. Hong Gongxiang. The shareholder Supervisor shall not receive any remuneration from the Company. The annual allowance for independent Supervisor is RMB100,000 (tax inclusive) and the expenses incurred in performing their duties shall be reimbursed by the Company.

After the end of the relevant financial year, the Company shall submit the remuneration of all Supervisors to the annual general meeting for consideration. The Supervisory Committee is responsible for the organisation of executive body to conduct performance appraisal of the Supervisors and the review of appraisal results. The annual remuneration report shall be prepared based on the results and submitted to the general meeting for consideration after being considered and approved by the Supervisory Committee

Subject to the approval of the Shareholders on the appointment of the above candidates as the Supervisors at the EGM, the Company will enter into service contracts with the above Supervisors, in respect of their services to the Company stating, among other things, the annual remuneration (if any) and the length of service.

No other information relating to the election and appointment of the above candidates is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules. Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders.



*(A joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 00323)**

## **NOTICE OF 2022 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2022 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 Thursday, 1 December 2022.

The following resolutions will be considered at the EGM:

### **Resolutions for non-cumulative voting**

#### **SPECIAL RESOLUTION**

1. To consider and approve the proposed amendments to the Articles of Association of the Company and its appendix

#### **ORDINARY RESOLUTIONS**

2. To consider and approve the resolution concerning remuneration of directors for the tenth session of the board of directors of the Company
3. To consider and approve the resolution concerning remuneration of supervisors for the tenth session of the supervisory committee of the Company



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## Notice of the Second Extraordinary General Meeting in 2022

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### Resolutions for cumulative voting

#### ORDINARY RESOLUTIONS

4. Election of directors of the tenth session of the board of directors of the Company (excluding independent non-executive directors)
  - 4.01 Election of Mr. Ding Yi as a director of the Company
  - 4.02 Election of Mr. Mao Zhanhong as a director of the Company
  - 4.03 Election of Mr. Ren Tianbao as a director of the Company
5. Election of independent non-executive directors of the tenth session of the board of directors of the Company
  - 5.01 Election of Ms. Zhang Chunxia as an independent non-executive director of the Company
  - 5.02 Election of Ms. Zhu Shaofang as an independent non-executive director of the Company
  - 5.03 Election of Mr. Guan Bingchun as an independent non-executive director of the Company
  - 5.04 Election of Mr. He Anrui as an independent non-executive director of the Company
6. Election of supervisors other than the representative of the staff for the tenth session of the supervisory committee of the Company
  - 6.01 Election of Mr. Ma Daoju as a supervisor of the Company
  - 6.02 Election of Mr. Hong Gongxiang as an independent supervisor of the Company

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

15 November 2022  
Maanshan City, Anhui Province, the PRC

*As at the date of this announcement, the directors of the Company include executive directors Ding Yi and Ren Tianbao; and independent non-executive directors Zhang Chunxia, Zhu Shaofang and Wang Xianzhu.*

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## Notice of the Second Extraordinary General Meeting in 2022

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Notes:

### **I. ELIGIBILITY FOR ATTENDING THE EGM**

The Company's register of members for H shares will be closed from Tuesday, 29 November 2022 to Thursday, 1 December 2022 (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 Monday, 28 November 2022. The address of the Registrar for the Company's H shares: Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Share registration date for holders of A shares will be announced separately.

### **II. REGISTRATION PROCEDURES FOR ATTENDING THE EGM**

1. Holders of H shares shall deliver their copies of transfers for attending the EGM, share certificates or copies of receipts of share transfer and copies of their own identity cards to the Company by no later than Monday, 28 November 2022. 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 authorized 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.** Shareholders or their proxies attending the EGM shall be responsible for their own food, accommodation and travel expenses.

### **V. CONTACT METHODS OF THE COMPANY**

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