THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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) REPURCHASE AND CANCELLATION OF CERTAIN RESTRICTED SHARES; AND

(2) NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING AND

2023 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

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 and H Shares Class Meeting at Magang Office Building, No. 8 Jiu Hua Xi Road, Maanshan City, Anhui Province, the PRC at 1:30 p.m. on Wednesday, 29 March 2023. The notice is set out from pages 8 to 11 of this circular.

Whether or not you intend to attend the said meetings 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 meetings. Completion and return of the form of proxy will not preclude you from attending and voting in person at the said meetings or any adjournment thereof.

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DEFINITIONS

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

"A Share(s)" the listed A shares in the share capital of the Company, with a par

value of RMB1.00 each, which are listed on the Shanghai Stock

Exchange

"Associate(s)" has the meaning ascribed to it under the Listing Rules that apply

to 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 2023 second extraordinary general meeting of the Company to

be held on Wednesday, 29 March 2023 to approve the resolution in relation to, among other things, the repurchase and cancellation

of certain Restricted Shares

"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

"H Shares Class Meeting" the 2023 first class meeting of the holders of H Shares of the

Company to be held on Wednesday, 29 March 2023 (or any

adjournment thereof)

"Hong Kong" Hong Kong Special Administrative Region of the PRC

"Incentive Scheme" or "Scheme" or

2021 Restricted A Share Incentive Scheme of the Company

"Restricted Share Incentive Scheme"

or "Share Incentive Scheme"

"Listing Rules" the Rules Governing the Listing of Securities on the Stock

Exchange

DEFINITIONS

"Participant(s)" or "Incentive the person(s) to be granted with the Restricted Share(s) under the Participant(s)"

Incentive Scheme, including the Directors, senior management

officers, members of other leading teams, direct management

officers, core technical personnel of the Company

"PRC" the People's Republic of China

"Restricted A Shares" or "Restricted the A Shares to be granted to the Participants by the Company

Shares" or "Incentive Shares" under the Incentive Scheme

"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

"%" per cent



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

(Stock Code: 00323)

Executive Directors: Registered office:

Ding Yi (Chairman) No. 8 Jiu Hua Xi Road

Mao Zhanhong Maanshan City
Ren Tianbao Anhui Province

the PRC

Independent Non-executive Directors:

Zhang Chunxia Office address:

Zhu Shaofang No. 8 Jiu Hua Xi Road

Guan Bingchun Maanshan City
He Anrui Anhui Province

the PRC

Dear Sir or Madam,

(1) REPURCHASE AND CANCELLATION OF CERTAIN RESTRICTED SHARES; AND

(2) NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING AND

2023 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

INTRODUCTION

Reference is made to the announcement of the Company dated 10 March 2023.

The purpose of this circular is to inform you the details in relation to repurchase and cancellation of certain Restricted Shares, and to issue the notice of EGM and H Shares Class Meeting.

1. REPURCHASE AND CANCELLATION OF CERTAIN RESTRICTED SHARES

References are made to the announcement dated 24 December 2021 and the circular dated 9 February 2022 of the Company in relation to (1) proposed adoption of the 2021 Restricted A Share Incentive Scheme and (2) connected transaction – proposed grant under Incentive Scheme, the announcements dated 30 March 2022 and 10 May 2022 of the Company in relation to the First Grant of Restricted Shares to Participants of the 2021 Restricted A Share Incentive Scheme of the Company and the announcement dated 5 December 2022 in relation to repurchase and cancellation of certain Restricted Shares.

At the 5th meeting of the tenth session of the Board and the 5th meeting of the tenth session of the supervisory committee of the Company convened on 10 March 2023, the Resolution in Relation to Repurchase and Cancellation of Certain Restricted Shares was considered and approved, pursuant to which, the Company intended to repurchase and cancel certain Restricted Shares which have not been unlocked. The relevant matters are hereby announced as follows:

I. Relevant Consideration Procedures which have been Performed in Relation to the Incentive Scheme

- 1. On 24 December 2021, the Resolution on the 2021 Restricted A Share Incentive Scheme (Draft) and its Summary and other relevant resolutions were considered and approved at the 55th meeting of the ninth session of the Board and the 45th meeting of the ninth session of the supervisory committee of the Company.
- On 9 March 2022, the Company received the Approval for the Restricted Share Incentive Scheme of Maanshan Iron & Steel Company Limited from the State-owned Assets Supervision and Administration Commission of the State Council (the "SASAC"), forwarded by China Baowu Steel Group Corporation Limited (an indirect controlling Shareholder of the Company), which approved in principle the implementation of the Share Incentive Scheme by the Company.
- 3. On 10 March 2022, the Resolution on the 2021 Restricted A Share Incentive Scheme (Draft) and its Summary and other relevant resolutions were considered and approved at the 2022 first extraordinary general meeting, first class meeting of the holders of A Shares and first class meeting of the holders of H Shares of the Company.

- 4. On 30 March 2022, the Resolution on the First Grant of Restricted Shares to Participants of the 2021 Restricted A Share Incentive Scheme was considered and approved at the 59th meeting of the ninth session of the Board and the 49th meeting of the ninth session of the supervisory committee of the Company.
- 5. On 10 May 2022, the Company completed the registration of the first grant under the 2021 Restricted A Share Incentive Scheme, and a total of 75.05 million Restricted Shares had been granted to 260 persons in total.
- 6. On 5 December 2022, the Resolution in Relation to Repurchase and Cancellation of Certain Restricted Shares was considered and approved at the 2nd meeting of the tenth session of the Board and the 2nd meeting of the tenth session of the supervisory committee of the Company. Such resolution has obtained the approval at the general meeting and completed the repurchase and cancellation of shares.
- 7. On 10 March 2023, the Resolution in Relation to Repurchase and Cancellation of Certain Restricted Shares was considered and approved at the 5th meeting of the tenth session of the Board and the 5th meeting of the tenth session of the supervisory committee of the Company. The resolution is subject to the approval of the general meeting.

II. Reasons for, Number of Shares Involved in and Price for the Repurchase and Cancellation

According to the provision of Clause 2 of Article IV under Chapter XIII of the 2021 Restricted A Share Incentive Scheme of Maanshan Iron & Steel Company Limited: "The Incentive Participants who have terminated or cancelled labour relationship with the Company due to death, retirement, arrangement of post beyond their control, may choose to unlock in accordance with the original time and conditions in the latest unlocking period, and the unlocking ratio shall be determined in accordance with the term of the Incentive Participants in the corresponding performance years. The remaining Restricted Shares which have yet to arrive time limit of unlocking and the performance evaluation conditions are no longer unlocked, and shall be repurchased by the Company based on the sum of grant price plus the interests on fixed deposit in bank for the same period", and the provisions of Clause 4 of Article IV under Chapter XIII thereunder, "when the Incentive Participants become independent director or supervisor who are unable to hold the Company's Restricted Shares, the Restricted Shares that have not been unlocked from the Incentive Participants shall be repurchased by the Company according to the sum of the grant price and the bank fixed deposit interest in the same period", 1 Incentive Participant had job transfer and 12 Incentive Participants chose to participate in the Share Incentive Scheme of a subsidiary under the Company and gave up their participation in the Share Incentive Scheme of the Company. The Restricted Shares held by 13 persons, namely 4,080,000 shares, will no longer be unlocked and will be

repurchased by the Company at the sum of the grant price of RMB2.29 per share plus the interest on fixed deposits in bank for the same period. Details are as follows:

No.	Name	Exit reason	Number of shares to be repurchased (shares)
1	Mao Xueqing (毛學慶)	Job transfer	390,000
2	An Tao (安濤)	Participation in the Share Incentive Scheme of a subsidiary under the Company	390,000
3	Si Xiaoming (司小明)	Participation in the Share Incentive Scheme of a subsidiary under the Company	280,000
4	Xu Naiwen (徐乃文)	Participation in the Share Incentive Scheme of a subsidiary under the Company	280,000
5	Li Xiang (李翔)	Participation in the Share Incentive Scheme of a subsidiary under the Company	390,000
6	Yang Wenwu (楊文武)	Participation in the Share Incentive Scheme of a subsidiary under the Company	390,000
7	Liu Aibing (劉愛兵)	Participation in the Share Incentive Scheme of a subsidiary under the Company	280,000
8	Xiao Feng (肖峰)	Participation in the Share Incentive Scheme of a subsidiary under the Company	280,000
9	Yang Xiao (楊霄)	Participation in the Share Incentive Scheme of a subsidiary under the Company	280,000
10	Chen Gang (陳剛)	Participation in the Share Incentive Scheme of a subsidiary under the Company	280,000
11	Chen Hao (陳皓)	Participation in the Share Incentive Scheme of a subsidiary under the Company	280,000
12	Zhang Lei (張磊)	Participation in the Share Incentive Scheme of a subsidiary under the Company	280,000
13	Cheng Deli (程德利)	Participation in the Share Incentive Scheme of a subsidiary under the Company	280,000
	Total		4,080,000

In conclusion, the Company intends to repurchase the 4,080,000 Restricted Shares which have not satisfied the conditions for unlocking held by aforesaid 13 participants at the sum of the grant price of RMB2.29 per share plus the interests on fixed deposit in bank for the same period. After the repurchase of the above-mentioned shares, the Company will proceed with the cancellation thereof.

III. Table of Changes in Shareholding Structure of the Company after Repurchase and Cancellation

The changes in the share capital structure of the Company after the repurchase and cancellation are as follows:

Unit: shares

Category	Before the changes	Changes	After the changes
Shares subject to locking-up Shares not subject to locking-up	73,186,000 	-4,080,000 0	69,106,000 7,700,681,186
Total	7,773,867,186	-4,080,000	7,769,787,186

Note: The above changes in share capital structure are subject to the share capital structure table issued by the Shanghai Branch of China Securities Depository and Clearing Corporation Limited upon completion of the repurchase and cancellation.

IV. Impact on the Results of the Company

The repurchase and cancellation of certain Restricted Shares will not have any material impact on the financial position and results of operations of the Company, nor will it affect the diligence of the management team of the Company, which will continue to perform its work duties conscientiously and strive to create value for the Shareholders.

V. Subsequent Work Arrangements for the Repurchase and Cancellation Plan

Subject to the consideration and approval of repurchase and cancellation of certain Restricted Shares of the Shareholders at the general meeting, the Company will, in accordance with the Company Law and the regulations of the Shanghai Stock Exchange and the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, complete the relevant procedures for the repurchase and cancellation and the corresponding registration of the change of registered capital and amendments to the Articles of Association of the Company, and the Company will perform its information disclosure obligations in a timely manner.

VI. Views of Independent Directors

The repurchase and cancellation of the Restricted Shares of the Company which have not yet been unlocked has been made in accordance with the relevant provisions of the 2021 Restricted A Share Incentive Scheme (Draft) of Maanshan Iron & Steel Company Limited, which is in the interests of all Shareholders and participants of the Company and in compliance with the relevant provisions of relevant laws, regulations and normative documents such as the Administrative Measures for Share Incentive of Listed Companies, the number of repurchased shares and the repurchase price are lawful and compliant, will not prejudice the interests of the Company and all Shareholders and will not have any material impact on the daily operation of the Company. Independent directors unanimously agree to the above-mentioned repurchase and cancellation of Restricted Shares.

VII. Views of Supervisory Committee

The repurchase and cancellation of the remaining Restricted Shares of the Company which have been granted but not yet been unlocked have been made in accordance with the relevant provisions of the Administrative Measures for Share Incentive of Listed Companies and other relevant laws, regulations and normative documents and the 2021 Restricted A Share Incentive Scheme (Draft) of Maanshan Iron & Steel Company Limited, and the procedures for the adjustments to the number of Restricted Shares repurchased and the repurchase price were in compliance with the relevant regulations, which will not prejudice the interests of the Shareholders of the Company and will not have any material impact on the financial position and the results of the operation of the Company. The supervisory committee agrees to the repurchase and cancellation of Restricted Shares.

VIII. Conclusions of Legal Opinions

Zhong Lun Law Firm (Shanghai Office) issued a legal opinion that: the reasons for the repurchase and cancellation of the Company are in compliance with the relevant requirements of the Company Law, the Securities Law, the Administrative Measures and the Incentive Scheme; the repurchase and cancellation have been approved and authorised as necessary, and the relevant procedures have been performed in compliance with the requirements of the Company Law, the Securities Law, the Administrative Measures and the Incentive Scheme; the adjustment bases of the repurchase quantity and price, as well as the repurchase quantity and price for the repurchase and cancellation are in compliance with the requirements of the Incentive Scheme. The Company shall perform information disclosure obligation in a timely manner and handle the procedures for reduction in registered capital and shares cancellation registration in accordance with the Company Law and other laws and regulations in respect of the repurchase and cancellation of the Incentive Shares.

2. EGM AND H SHARES CLASS MEETING

The EGM and H Shares Class Meeting will be held at 1:30 p.m. on 29 March 2023 at the Magang Office Building, No. 8 Jiu Hua Xi Road, Maanshan City, Anhui Province, at which relevant resolution will be proposed, including the approval of the resolution in relation to repurchase and cancellation of certain Restricted Shares.

Whether or not you are able to attend the EGM and H Shares Class Meeting, 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 and H Shares Class Meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the above meetings or any adjourned meeting should you so desire.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Director or Shareholder has a material interest in the resolution to be proposed at the EGM and H Shares Class Meeting and no Shareholder is required to abstain from voting on any resolution at the EGM and H Shares Class Meeting. The results of the poll will be announced after the EGM and H Shares Class Meeting.

3. RECOMMENDATION

The Directors believe that the repurchase and cancellation of certain Restricted Shares is in the best interests of the Company and the Shareholders and therefore recommend all the Shareholders to vote in favour of such resolution at the EGM and H Shares Class Meeting.

Yours faithfully,
By order of the Board

Maanshan Iron & Steel Company Limited

Ding Yi

Chairman

14 March 2023



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

(Stock Code: 00323)

NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 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 Wednesday, 29 March 2023.

The following resolutions will be considered at the EGM:

ORDINARY RESOLUTION

Resolution for non-cumulative voting

1. To consider and approve the resolution in relation to repurchase and cancellation of certain restricted shares

By Order of the Board

Maanshan Iron & Steel Company Limited

Ding Yi

Chairman

10 March 2023

Maanshan City, Anhui Province, the PRC

As at the date of this announcement, the directors of the Company include executive directors Ding Yi, Mao Zhanhong and Ren Tianbao; and independent non-executive directors Zhang Chunxia, Zhu Shaofang, Guan Bingchun and He Anrui.

NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

I. ELIGIBILITY FOR ATTENDING THE EGM

The Company's register of members for H shares will be closed from Friday, 24 March 2023 to Wednesday, 29 March 2023 (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 Thursday, 23 March 2023. 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 Thursday, 23 March 2023. 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



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

(Stock Code: 00323)

NOTICE OF 2023 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that the 2023 first class meeting of the holders of H shares (the "H Shareholders' Class Meeting") 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 Wednesday, 29 March 2023 (or following the 2023 second extraordinary general meeting and 2023 first class meeting of the holders of A shares or any adjournment thereof).

The following resolution will be considered at the H Shareholders' Class Meeting:

ORDINARY RESOLUTION

Resolution for non-cumulative voting

1. To consider and approve the resolution in relation to repurchase and cancellation of certain restricted shares

By Order of the Board

Maanshan Iron & Steel Company Limited

Ding Yi

Chairman

10 March 2023

Maanshan City, Anhui Province, the PRC

As at the date of this announcement, the directors of the Company include executive directors Ding Yi, Mao Zhanhong and Ren Tianbao; and independent non-executive directors Zhang Chunxia, Zhu Shaofang, Guan Bingchun and He Anrui.

NOTICE OF 2023 FIRST CLASS MEETING OF THE HOLDERS OF H SHARES

Notes:

I. ELIGIBILITY FOR ATTENDING THE H SHAREHOLDERS' CLASS MEETING

The Company's register of members for H shares will be closed from Friday, 24 March 2023 to Wednesday, 29 March 2023 (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 H Shareholders' Class Meeting 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 Thursday, 23 March 2023. 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 H SHAREHOLDERS' CLASS MEETING

1. Holders of H shares shall deliver their copies of transfers for attending the H Shareholders' Class Meeting, share certificates or copies of receipts of share transfer and copies of their own identity cards

to the Company by no later than Thursday, 23 March 2023. 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 H Shareholders' Class Meeting.

III. APPOINTING PROXIES

1. Shareholders who have the right to attend and vote at the H Shareholders' Class Meeting are entitled

to appoint in writing one or more proxies (whether a shareholder or not) to attend the H Shareholders'

Class Meeting 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 H Shareholders' Class Meeting in order for such documents to be valid.

IV. Shareholders or their proxies attending the H Shareholders' Class Meeting 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

Postal code: 243003

3. Telephone: 86-555-2888158

4. Fax: 86-555-2887284

5. Contact persons: Mr. Xu Yayan, Mr. Li Wei

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