



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 2008 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2008 First Extraordinary General Meeting 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 PRC, at 9:00 a.m. on Tuesday, 19 February 2008.

This extraordinary general meeting will consider and approve the resolution on the supplementation of Mr. Hui Zhigang as a Director of the fifth session of the Board of Directors of Maanshan Iron & Steel Company Limited (*Note 1*).

By Order of the Board of Directors

**Gao Haijian**

*Secretary to the Board of Directors*

3 January 2008

Maanshan City, Anhui Province, the PRC

*As at the date of this notice, the directors of the Company include:*

*Gu Jianguo, Gu Zhanggen, Zhao Jianming, Su Jianguang, Gao Haijian, Wong Chun Wa\*, Su Yong\*, Hui Leung Wah\*, Han Yi\**

*\* Independent Non-executive Directors*

*Notes:*

I. Brief biography of Mr. Hui Zhigang:

**Mr. Hui Zhigang**, aged 54, currently Deputy General Manager of the Company. Mr. Hui was appointed Assistant to the General Manager of the Company in August 1999, and Deputy General Manager of the Company in June 2001.

Mr. Hui does not have any relationship with any directors, supervisors, senior management or substantial or controlling shareholder of the Company as at the date of this notice. Mr. Hui does not hold any share of the Company or any interests in other shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this notice.

Mr. Hui's term as a director will last until 31 August 2008.

The annual remuneration for all directors of the fifth session of the Board shall not exceed RMB4.3 million (pre-tax). The directors of the Company are paid on an annual basis. The annual remuneration shall be determined in accordance with the performance of the Company and individual contributions, and proposed by the Remuneration Committee of the Board and approved by the Board for implementation.

II. Persons entitled to attend the meeting:

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, 18 January 2008 shall have the right to attend the 2008 First Extraordinary General Meeting after completing the registration procedures for attending the meeting. (Holders of A shares will be notified separately.)

III. Registration procedures for attending the 2008 First Extraordinary General Meeting:

1. Holders of H shares shall deliver their written replies for attending the meeting, copies of transfers, share certificates or copies of receipts of share transfer and their own identity cards to the Company by no later than Wednesday, 30 January 2008. 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 at the Company in the following ways: in person, by post or by facsimile. Upon receipt of such documents, the Company will complete for the shareholders the registration procedures for attending the 2008 First Extraordinary General Meeting.

IV. Appointing proxies:

1. Shareholders who have the right to attend and vote at the 2008 First Extraordinary General Meeting are entitled to appoint in writing one or more proxies (whether a shareholder or not) to attend and vote at the 2008 First Extraordinary General Meeting 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 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 2008 First Extraordinary General Meeting in order for such documents to be valid.

V. Shareholders or their proxies attending the 2008 First Extraordinary General Meeting shall be responsible for their own accommodation and travel expenses.

VI. The Company's register of members for H shares will be closed from Friday, 18 January 2008 to Tuesday, 19 February 2008 (both days inclusive), during which period no transfer of H shares will be registered. Holders of H shares who wish to attend the 2008 First Extraordinary General Meeting must deliver their instruments of transfer together with the relevant share certificates to Hong Kong Registrars Limited, the Registrar of H shares of the Company, by no later than 4:00 p.m. on Thursday, 17 January 2008.

The address of the Registrar for the Company's H shares: Room 1712-1716, 17/F Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

- VII. Company's registered address : No. 8 Hong Qi Zhong Road, Maanshan City,  
Anhui Province, the PRC
- Telephone : 86-555-2888158
- Fax : 86-555-2887284
- Contact persons : Ms. Xu Jihong, Ms. He Hongyun