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If you have sold or transferred all your shares in Maanshan Iron & Steel Company Limited, you should at once hand this circular and the accompanying 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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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)

PROPOSAL FOR ELECTION OF DIRECTORS AND SUPERVISORS

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice for convening the 2011 first extraordinary general meeting (the “**EGM**”) of Maanshan Iron & Steel Company Limited (the “**Company**”) to be held at the Magang Guest House, No.2 Xi Yuan Road, Maanshan City, Anhui Province, the PRC at 9:00 a.m. on Wednesday, 31 August 2011 is set out on pages 12 to 13 of this circular.

If you intend to attend the EGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon as soon as possible and in any event by no later than 11 August 2011.

Whether or not you intend to attend the said meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's registered office (in the case of proxy for, by holders of domestic shares) at No.8 Jiu Hua Xi Road, Maanshan City, Anhui Province, the PRC or at the Company's H share registrar and transfer office, Hong Kong Registrars Limited (in the case of proxy form of holders of H shares) at Rooms 1712-1716, 17/Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and 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, should you so wish.

15 July 2011

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DEFINITIONS

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

“Articles of Association”	articles of association of the Company
“Board”	the board of Directors
“Company”	Maanshan Iron & Steel Company Limited, a joint stock limited company incorporated in the PRC
“Directors”	director(s) of the Company
“EGM”	the first extraordinary general meeting of the Company to be held on Wednesday, 31 August 2011 at the Magang Guest House, No.2 Xi Yuan Road, Maanshan City, Anhui Province, the PRC for the Shareholders to consider and to approve the resolutions set out in the notice of EGM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Holding Company”	Magang (Group) Holding Company Limited, is interested in approximately 50.47% of the Company’s share capital as at the Latest Practicable Date and a controlling shareholder of the Company as defined under the Listing Rules
“Latest Practicable Date”	14 July 2011
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mainland” or “PRC”	the People’s Republic of China, which, for the purposes of this circular, does not include Hong Kong, Macao Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	the holders of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

LETTER FROM THE BOARD OF DIRECTORS



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)

Executive Directors:

Su Jiangang (*Chairman*)

Gao Haijian

Hui Zhigang

Registered address:

No. 8 Jiu Hua Xi Road

Maanshan City

Anhui Province

the PRC

Non-Executive Director:

Zhao Jianming

Independent Non-Executive Directors:

Wong Chun Wa

Su Yong

Hui Leung Wah

Han Yi

15 July 2011

To: The holders of H shares

Dear Sir/Madam,

**PROPOSAL FOR ELECTION OF DIRECTORS AND SUPERVISORS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EGM**

INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding the election of Directors and non-staff representatives as Supervisors and the proposed amendments to the Articles of Association in order to allow you to make an informed decision on voting in respect of the ordinary and extraordinary resolutions to be approved at the EGM.

LETTER FROM THE BOARD OF DIRECTORS

PROPOSED ELECTION OF DIRECTORS AND SUPERVISORS

The following persons are nominated by the Board and the Supervisory Committee for election as Directors for the seventh session of the Board and of non-staff representatives as Supervisors for the seventh session of the Supervisory Committee respectively:

Directors:

- (1) Mr. Su Jiangang
- (2) Mr. Zhao Jianming
- (3) Mr. Qian Haifan
- (4) Mr. Ren Tianbao

Independent Non-Executive Directors:

- (1) Mr. Qin Tongzhou
- (2) Ms. Yang Yada
- (3) Mr. Wu Tat Man Damon Albert

Non-staff representatives as Supervisors:

- (1) Mr. Fang Jinrong
- (2) Mr. Su Yong
- (3) Mr. Wong Chun Wa

Information on the aforesaid Directors and Supervisors are set out in Appendix I and Appendix II to this circular respectively.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Articles 21, 56 and 99 of the Articles of Association are proposed to be amended as required by China Securities Regulatory Commission Anhui Regulatory Bureau and in line with the current situations of the Company. Details of the proposed amendments are set out in Appendix III to this circular.

EGM

Notice of EGM is set out on pages 12 to 13 of this circular. Resolutions will be voted by poll in the EGM. Enclosed with this circular is a form of proxy for use at the EGM. Whether or not you intend to attend the EGM, you are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon. The completion of a form of proxy and returning it to the Company will not preclude you for attending and voting in person in the EGM.

LETTER FROM THE BOARD OF DIRECTORS

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, included particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumption that are fair and reasonable.

RECOMMENDATIONS

The Directors believe that the proposal for election of the Directors and non-staff representatives as Supervisors, the proposed amendments to the Articles of Association and the relevant resolutions are in the best interests of the Company and its Shareholders, and therefore recommend all the Shareholders to vote in favour of the relevant resolutions in the EGM.

Yours faithfully,
By Order of the Board
Maanshan Iron & Steel Company Limited
Gao Haijian
Secretary to the Board

Details of the candidates for election as Directors are set out as follows:

Mr. Su Jiangang, aged 56, postgraduate degree, senior economist, is presently Chairman and Deputy Secretary of the Party Committee of the Company. Mr. Su became Chief Economist of the Company in June 1997, Director of the Company in September 1997, Deputy General Manager of the Company in September 1999 and General Manager of the Company in January 2008. Mr. Su has been Deputy Secretary of the Party Committee of Holding Company and the Company since December 2009 and Director of Holding Company since January 2010. Mr. Su became General Manager of Holding Company in February 2011. Mr. Su has ceased to be General Manager and become Chairman of the Company since July 2011. Mr. Su is also Director of Maanshan Iron & Steel (HK) Limited and Director of MG Trading and Development GmbH. Mr. Su held 3,886 shares in the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Su has not held any directorship in any public listed companies in the last three years. Save as disclosed above, Mr. Su does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. Save as disclosed above, Mr. Su does not have any interests in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Su's appointment will be for the term of three years with effect from the date on which the resolution for his appointment is passed at the EGM. Mr. Su will enter into a service contract with the Company for such term and he will not receive any remuneration from the Company.

There is no other information relating to the election of Mr. Su, as a Director is required to be disclosed pursuant to Rule 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 Company's Shareholders.

Mr. Zhao Jianming, aged 57, postgraduate degree, senior administrator, is presently Director, Deputy Secretary of the Party Committee and Secretary of the Disciplinary Committee of the Company. Mr. Zhao was appointed Deputy General Manager of the Company and Deputy Secretary of the Party Committee of the Company in June 1997 and has been a Director of the Company since September 1997. He has ceased to be Deputy General Manager of the Company since September 1999 and become Director of Holding Company in January 2010. Mr. Zhao also holds the office of Deputy Secretary of the Party Committee of Holding Company and Secretary of the Disciplinary Committee of Holding Company and the Company.

Save as disclosed above, Mr. Zhao has not held any directorship in any public listed companies in the last three years. Save as disclosed above, Mr. Zhao does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. Mr. Zhao does not have any interests in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Zhao's appointment will be for the term of three years with effect from the date on which the resolution for his appointment is passed at the EGM. Mr. Zhao will enter into a service contract with the Company for such term and he will not receive any remuneration from the Company.

There is no other information relating to the election of Mr. Zhao, as a Director is required to be disclosed pursuant to Rule 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 Company's Shareholders.

Mr. Qian Haifan, aged 50, university graduate, senior engineer, is presently General Manager of the Company. Mr. Qian was appointed Factory Manager and Secretary of the Party Committee of No.4 Milling Plant in March 2005, Factory Manager and Deputy Secretary of the Party Committee of No.4 Milling Plant in August 2005, Deputy General Engineer of the Company in April 2010 and General Manager of the Company in July 2011.

Save as disclosed above, Mr. Qian has not held any directorship in any public listed companies in the last three years. Save as disclosed above, Mr. Qian does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. Mr. Qian does not have any interests in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Qian's appointment will be for the term of three years with effect from the date on which the resolution for his appointment is passed at the EGM.

There is no other information relating to the election of Mr. Qian, as a Director is required to be disclosed pursuant to Rule 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 Company's Shareholders.

Mr. Ren Tianbao, aged 47, postgraduate degree, senior engineer, is presently Deputy General Manager of the Company. Mr. Ren was appointed Secretary of the Party Committee and Deputy Factory Manager of No.1 Milling Plant in February 2006, Secretary of the Party Committee, Director and Deputy General Manager of Ma Steel (Hefei) Iron & Steel Co., Ltd. in July 2008 and Deputy General Manager of the Company in July 2011.

Save as disclosed above, Mr. Ren has not held any directorship in any public listed companies in the last three years. Save as disclosed above, Mr. Ren does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. Mr. Ren does not have any interests in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Ren's appointment will be for the term of three years with effect from the date on which the resolution for his appointment is passed at the EGM.

There is no other information relating to the election of Mr. Ren as a Director is required to be disclosed pursuant to Rule 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 Company's Shareholders.

Independent Non-executive Directors:

Mr. Qin Tongzhou, aged 41, university graduate, is a member of the Chinese Institute of Certified Public Accountants (CICPA). He is presently CFO of China Fire & Security Group Inc. ("CFSG") and Deputy Manager of Sureland Industrial Firefighting Limited, a wholly owned subsidiary of CFSG. Having years of audit experience, Mr. Qin was engaged in audit work in Ernst & Young Certified Public Accountants from March 2001 to March 2010. He was appointed as Deputy General Manager of Sureland Industrial Firefighting Limited of CFSG in March 2010 and CFO of CFSG in July 2010.

Save as disclosed above, Mr. Qin has not held any directorship in any public listed companies in the last three years. Mr. Qin does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. Mr. Qin does not have any interests in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Qin's appointment will be for the term of three years with effect from the date on which the resolution for his appointment is passed at the EGM.

The Company is of the view that Mr. Qin has satisfied the requirement of independence as set out in Rule 3.13 of the Listing Rules.

There is no other information relating to the election of Mr. Qin as a Director is required to be disclosed pursuant to Rule 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 Company's Shareholders.

Ms. Yang Yada, aged 55, postgraduate in Economics, is presently professor, master instructor and Dean of School of Management of Anhui University of Technology. Ms. Yang was appointed as professor of School of Management of Anhui University of Technology in September 2002, mainly engaged in teaching and researching in fields of financial management and enterprise strategy. She sequentially served as Head of Business Administration Department and Deputy Dean of School of Management of Anhui University of Technology. She is presently Dean of School of Management of Anhui University of Technology and Deputy Chairman of Economic Association of Maanshan. She was elected as members of 10th and 11th National People's Congress.

Save as disclosed above, Ms. Yang has not held any directorship in any public listed companies in the last three years. Ms. Yang does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. Ms. Yang does not have any interests in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Ms. Yang's appointment will be for the term of three years with effect from the date on which the resolution for her appointment is passed at the EGM.

The Company is of the view that Ms. Yang has satisfied the requirement of independence as set out in Rule 3.13 of the Listing Rules.

There is no other information relating to the election of Ms. Yang as a Director is required to be disclosed pursuant to Rule 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 Company's Shareholders.

Mr. Wu Tat Man Damon Albert, aged 35, holds an LLB (Hons) degree, is a practising solicitor in Hong Kong. He is currently a consultant of Woo, Kwan, Lee & Lo, Solicitors & Notaries, a solicitor firm in Hong Kong. Mr. Wu has worked in various law firms in Hong Kong and has extensive experience in the legal industry. He is specialised in corporate finance, takeovers and mergers, foreign direct investments in China and listing related legal matters.

Save as disclosed above, Mr. Wu has not held any directorship in any public listed companies in the last three years. Mr. Wu does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. Mr. Wu does not have any interests in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Wu's appointment will be for the term of three years with effect from the date on which the resolution for his appointment is passed at the EGM.

The Company is of the view that Mr. Wu has satisfied the requirement of independence as set out in Rule 3.13 of the Listing Rules.

There is no other information relating to the election of Mr. Wu as a Director is required to be disclosed pursuant to Rule 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 Company's Shareholders.

Subject to the approval at the EGM, each of the above Directors will enter into service contract with the Company. During their term of office, the annual aggregate remuneration of the five Directors who received salaries from the Company (including two executive Directors and three independent Directors) of the seventh session of the Board shall not exceed RMB2.2 million (tax inclusive). Each of the independent Directors receives an annual remuneration of not more than RMB80,000 (tax exclusive). The annual salaries of the two executive Directors who receive salaries from the Company during their term of office will be determined according to the performance of the Company and individual contributions, and will be implemented upon Board approval with reference to the opinions presented by the Remuneration Committee (will be implemented upon Board approval as authorized by the shareholders' general meeting as long as such annual salaries fall within the range of the total amount approved by the shareholders' general meeting). In addition, travel expenses derived from duties in the Company carried out by the independent Directors will be undertaken by the Company.

Details of the candidates for election of non-staff representatives as Supervisors (Non-employee Representatives) are set out as follows:

Mr. Fang Jinrong, aged 47, postgraduate and senior accountant, is presently Supervisor of the Company. Mr. Fang was appointed Deputy Supervisor of the Finance Department of Maanshan Magang Holding Company (“Magang Holding”) since November 1997. In September 1998, Magang Holding was restructured into Holding Company and Mr. Fang was appointed Deputy Manager of the Finance Department. He has held the position of Manager of the Finance Department since February 2004. Mr. Fang has been Supervisor of the Company since 31 August 2005.

Save as disclosed above, Mr. Fang has not held any directorship in any public listed companies in the last three years. Save as disclosed above, Mr. Fang does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. Mr. Fang does not have any interests in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Fang’s appointment will be for the term of three years with effect from the date on which the resolution for his appointment is passed at the EGM. Mr. Fang will enter into a service contract with the Company for such term and he will not receive any remuneration from the Company.

There is no other information relating to the election of Mr. Fang, as a Supervisor is required to be disclosed pursuant to Rule 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 Company’s Shareholders.

Mr. Su Yong, aged 56, PhD in Economics, professor and PhD instructor, is presently independent Director of the Company. Mr. Su was appointed Head of the Enterprise Management Department of the School of Management of Fudan University in October 2003, and Deputy Director of the University’s Eastern Management Research Centre in October 2004 respectively. Mr. Su has been independent Director of the Company since 31 August 2005 and also serves as independent director of Shanghai Friendship (Group) Joint Stock Company Limited, Shanghai Baosight Software Co. Ltd, Shanghai International Airport Co. Ltd and SGSB Group Co. Ltd.

Save as disclosed above, Mr. Su has not held any directorship in any public listed companies in the last three years. Save as disclosed above, Mr. Su does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. Mr. Su does not have any interests in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Su’s appointment will be for the term of three years with effect from the date on which the resolution for his appointment is passed at the EGM.

There is no other information relating to the election of Mr. Su, as a Supervisor is required to be disclosed pursuant to Rule 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 Company’s Shareholders.

Mr. Wong Chun Wa, aged 37, university graduate, HKCPA, is presently independent Director of the Company. Mr. Wong is an associate member of Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountant. He was appointed Financial Controller, Qualified Accountant and Company Secretary of Sau San Tong Holdings Limited from November 2004 to December 2005, and he became Qualified Accountant of Zhongtian International Limited from February 2006 to October 2006. He established ACT Business Consultants Limited in December 2006 and acted as the company's director. Mr. Wong has been independent Director of the Company since 31 August 2005. Mr. Wong is also independent director of China Zhongwang Holdings Limited.

Save as disclosed above, Mr. Wong has not held any directorship in any public listed companies in the last three years. Save as disclosed above, Mr. Wong does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company. Mr. Wong does not have any interests in shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Wong's appointment will be for the term of three years with effect from the date on which the resolution for his appointment is passed at the EGM.

There is no other information relating to the election of Mr. Wong, as a Supervisor is required to be disclosed pursuant to Rule 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 Company's Shareholders.

Subject to the approval at the EGM, each of the above Supervisors will enter into a service contract with the Company. The annual aggregate remuneration of all Supervisors of the seventh session of the Supervisory Committee shall not exceed RMB1.4 million (tax inclusive) during their term of office. Each of the independent Supervisors receives an annual remuneration of not more than RMB60,000 (tax exclusive). Expenses derived from duties carried out by the independent Supervisors will be undertaken by the Company.

1. The original item 1 in the second paragraph of Article 21 of the Articles of Association: “(1) the raising of new shares from non-targeted investors;” is proposed to be amended to: “(1) the public offering of shares;”.
2. It is proposed to add one item as item 2 after the original item 1 in the second paragraph of Article 21 of the Articles of Association: “(2) the non-public offering of shares;”.
3. The original item 2 in the second paragraph of Article 56 of the Articles of Association: “(2) when the Company does not make up the losses reaching one-third of the total share capital;” is proposed to be amended to: “(2) when the Company does not make up the losses reaching one-third of the total paid-up share capital;”.
4. The original item 5 in the second paragraph of Article 56 of the Articles of Association: “(5) when proposed by more than half of the independent directors.” is proposed to be deleted.
5. The original first paragraph of Article 99 of the Articles of Association: “The Company shall establish a board of directors comprising nine 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.” is proposed to be amended to “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.”
6. The original numbering of the articles shall be amended accordingly.

NOTICE OF EGM



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Maanshan Iron & Steel Company Limited (the “Company”) will be held at the Magang Guest House, No. 2 Xi Yuen Road, Maanshan City, Anhui Province, the PRC, at 9:00 a.m. on Wednesday, 31 August 2011.

This EGM will deal with the following matters:

Ordinary resolutions:

1. To elect members for the seventh session of the board of directors (the “Board”) of the Company. The cumulative voting system shall be adopted and individual resolutions be approved respectively for each of the candidates for directors (the independent directors and other members of the Board shall be elected separately);
2. To elect non-staff representatives as supervisors of the seventh session of the supervisory committee of the Company. The cumulative voting system shall be adopted and individual resolutions be approved respectively for each of the candidates for supervisors;
3. To consider and approve the resolution concerning remunerations for directors of the seventh session of the Board of the Company.
4. To consider and approve the resolution concerning remunerations for supervisors of the seventh session of the supervisory committee.

Special resolution:

5. To consider and approve the proposed amendments to the articles of association of the Company.

Please refer to the circular dated 15 July 2011 for details of the above resolutions.

By Order of the Board of Directors

Gao Haijian

Secretary to the Board of Directors

14 July 2011

Maanshan City, Anhui Province, the PRC

NOTICE OF EGM

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

Executive Directors: *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 after the market close in the afternoon of Monday, 1 August 2011 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 Thursday, 11 August 2011. If proxies are appointed by shareholders to attend the EGM, 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 authorised 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 accommodation and travel expenses.

V. The Company's register of members for H shares will be closed from Tuesday, 2 August 2011 to Wednesday, 31 August 2011 (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 4:00 p.m. on Monday, 1 August 2011.

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

Share registration date for holders of A shares will be announced later.

- VI. Company's registered 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