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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)

(1) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2017
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND ITS APPENDIX
(3) PROPOSED REGISTRATION AND ISSUANCE OF
SHORT-TERM FINANCING BONDS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

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 2 to 20 of this circular.

Notice for convening the AGM to be held at Magang Office Building, No. 8 Jiu Hua Xi Road, Maanshan City, Anhui Province, the PRC at 2:00 p.m. on Thursday, 28 June 2018 is set out on pages 21 to 24 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 the Company's H share registrar and transfer office, Hong Kong Registrars Limited (in the case of proxy form for, by holders of H shares) at 17M 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.

14 May 2018

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Thursday, 28 June 2018, to approve the resolutions relating to (which include) the profit distribution plan for the year 2017, the proposed amendments to the Articles of Association and its appendix, and the proposed registration and issuance of short-term financing bonds
“Articles of Association”	the articles of association of the Company
“Board”	the board of the Directors of the Company
“The Company” or “Company”	Maanshan Iron & Steel Company Limited
“Director(s)”	the director(s) of the Company
“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
“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

LETTER FROM THE BOARD



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:

Ding Yi (*Chairman*)

Qian Haifan

Zhang Wenyang

Non-executive Director:

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

14 May 2018

Dear Sir or Madam,

- (1) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2017**
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND ITS APPENDIX
(3) PROPOSED REGISTRATION AND ISSUANCE OF
SHORT-TERM FINANCING BONDS
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 20 March 2018.

The purpose of this circular is to inform you the details related to (1) profit distribution plan for the year 2017, (2) proposed amendments to the Articles of Association and its appendix, (3) proposed registration and issuance of short-term financing bonds, and (4) Issue the notice of the AGM.

LETTER FROM THE BOARD

(1) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2017

The Company had net profit amounting to RMB2,694,049,612, and after deducting the opening cumulative loss in the beginning of 2017 amounting to RMB126,292,373, based on the China Accounting Standards, the distributable profit in 2017 was RMB2,567,757,239. Taking into account the development of the Company and Shareholders' long-term interests, the proposed profit distribution plan of the Company for 2017 is as follows:

1. According to the Company Law of the PRC and the Articles of Association, 10% of statutory surplus reserve (i.e. RMB256,775,724) was withdrawn in accordance with the Enterprise Accounting Standards.
2. The Company declared 2017 final cash dividend of RMB0.165 per share (tax included) based on the Company's total share capital of 7,700,681,186 shares. The total distribution of dividend is estimated to be RMB1,270,612,396 (tax included). Retained earnings will be carried forward to the year of 2018 and no capital surplus shall be transferred to share capital.

The above proposals have been approved by the fifth meeting of the ninth session of Board on 20 March 2018. The proposed profit distribution plan is going to be submitted as an ordinary resolution to the AGM for approval.

To the knowledge of the Company, the Company does not have any arrangement under which a Shareholder has waived or agreed to waive any dividends proposed to be declared in 2017 as at the last practicable date.

According to the proposed profit distribution plan for the year 2017, the Board proposes to distribute 2017 final dividend of RMB0.165 per share (tax included) to the shareholders of H Shares whose names appear on the register of members in respect of H Shares as of Wednesday, 18 July 2018. The register of members of the Company for H Shares will close from Friday, 13 July 2018 to Wednesday, 18 July 2018 (both days inclusive). In order to qualify for the distribution of the proposed dividend, all transfer documents accompanied by the relevant share certificates and other appropriate documents must be lodged by the Shareholders of H Shares with the Company's H Share registrar – Hong Kong Registrars Limited at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Thursday, 12 July 2018. Share registration date for holders of A shares will be announced separately.

Shareholders and investors are advised to peruse the above-mentioned content. If your name appear on the register of holders of H Shares, please enquire with your nominees or trust organization for details of the arrangements.

LETTER FROM THE BOARD

The Company is not obliged to confirm the identities of Shareholders and has no duty to make such arrangement. The Company will not accept any liability relating to any delay in confirming the identity of the Shareholders or any errors in the identity of the Shareholders.

(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Pursuant to the Company Law of the People's Republic of China and other relevant regulations and requirements and with reference to the Company's situation, the "Amendment Proposal of the Articles of Association and its Appendix – Order of Meetings for the Board of Directors after the proposed amendments" was reviewed and approved at the fifth meeting of the ninth session of the Board on 20 March 2018, proposing to amend the Articles of Association and its appendix – Order of Meetings for Board of Directors and submitting to the shareholders' general meeting of the Company for review and approval. Meanwhile, it is recommended that the Board be authorized at the shareholders' general meeting to make appropriate adjustments to the wordings and handle other related matters (if necessary) for the amendments of the Articles of Association and its appendix in accordance with the requirements of relevant departments. The purposes of the amendments are to further protect the interests of small and medium Shareholders, as well as to further regulate the consideration and decision-making procedures of the Board, so as to raise the standard of the regulated operation and the scientific decision-making of the Board.

The Board proposed the following amendments to the Articles of Association:

No.	Amendment proposals and contents
I	Articles of Association
1	<p>Original Article 149:</p> <p>Supervisors appointed from the employee representatives shall be elected and removed by the employee representatives' meeting of the Company. Other supervisors shall be elected and removed by the shareholders' general meeting.</p> <p>In addition to supervisors elected from the employees, candidates for other supervisors may be nominated by the supervisory committee of the Company or by shareholders who (individually or jointly) hold more than 5% of the Company's issued shares. The Company shall, before the shareholders' general meeting, disclose the details of candidates for other supervisors (including resume and the basic profiles), in order to ensure that shareholders have sufficient understanding of the candidates before voting.</p> <p>An employee supervisor who failed to attend two consecutive meetings of the supervisory committee in person shall be deemed to have failed to fulfill his/her duties, and he/she shall be removed and replaced by the employee representatives' meeting; an independent supervisor who failed to attend three consecutive meetings of the supervisory committee in person or any supervisor other than employee or independent supervisors who failed to attend two consecutive meetings of the supervisory committee shall be deemed to have failed to fulfill his/her duties, and he/she shall be removed and replaced by the shareholders' general meeting.</p>

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	<p>Proposed to be amended as:</p> <p>Article 149 Supervisors appointed from the employee representatives shall be elected and removed by the employee representatives' meeting of the Company. Other supervisors shall be elected and removed by the shareholders' general meeting.</p> <p>In addition to supervisors elected from the employees, candidates for other supervisors may be nominated by the supervisory committee of the Company or by shareholders who (individually or jointly) hold more than 3% of the Company's issued shares. The Company shall, before the shareholders' general meeting, disclose the details of candidates for other supervisors (including resume and the basic profiles), in order to ensure that shareholders have sufficient understanding of the candidates before voting.</p> <p>An employee supervisor who failed to attend two consecutive meetings of the supervisory committee in person shall be deemed to have failed to fulfill his/her duties, and he/she shall be removed and replaced by the employee representatives' meeting; an independent supervisor who failed to attend three consecutive meetings of the supervisory committee in person or any supervisor other than employee or independent supervisors who failed to attend two consecutive meetings of the supervisory committee shall be deemed to have failed to fulfill his/her duties, and he/she shall be removed and replaced by the shareholders' general meeting.</p>
II	Appendix of the Articles of Association: Order of Meeting for the Board of Directors
2	Additional articles: Chapter 1 General Provisions
3	<p>Original Article 1:</p> <p>This Order of Meeting for the board of directors is formulated in accordance with the laws and regulations of "The Company Law of the People's Republic of China" (hereinafter referred to as the "Company Law") and the "Standards for Corporate Governance of Listed Companies", and the principles and contents set out in the "Articles of Association of Maanshan Iron & Steel Company Limited" (hereinafter referred to as the "Articles of Association").</p> <p>Proposed to be amended as:</p> <p>Article 1 In order to further standardize the proceedings of and decision-making by the board of directors of Maanshan Iron and Steel Co., Ltd. (hereinafter referred to as the "Company" or "the Company"), facilitate the directors and the board of directors to perform their duties more efficiently and to improve the level of standardized operation and scientific decision making of the board of directors, these Rules are hereby formulated in accordance with the Company Law, the Securities Law, the Guidelines for the Governance of Listed Companies, the Listing Rules of the stock exchange where the Company's shares are listed, the Articles of Association of the company and other relevant regulations.</p>

LETTER FROM THE BOARD

4	<p>Added:</p> <p>Article 2 The Company's major decisions are made by the shareholders' general meeting and the board of directors in compliance with relevant laws and regulations and the Company's Articles of Association. The board of Directors shall be accountable to the shareholders' general meeting, and the general manager shall be accountable for the board of directors.</p>
5	<p>Added: Chapter 2 Obligations of the Board of Directors</p>
6	<p>Article 2 is renumbered as Article 3 and the content remains unchanged</p>
7	<p>Added:</p> <p>Article 4 In accordance with the provisions of Article 55 of the Articles of Association, subject to the applicable laws and regulations and the listing rules of stock exchange where the Company's shares are listed, the shareholders general meeting authorizes or entrusts the board of directors to determine the company's external assets investment, asset leasing, asset mortgage, commissioned operations, entrusted financing and others within 10% of the company's recently audited net assets.</p>
8	<p>Added:</p> <p>Article 5 Where there is a disposition of fixed assets by the board of directors and the aggregate of the expected value of the consideration for the proposed disposition and the value of the consideration for any disposition of fixed assets made in the four months immediately preceding the proposed disposition exceeds 33% of the value of the fixed assets as shown in the latest balance sheet considered at the shareholders' general meeting, the board of directors shall not dispose or agree to dispose the fixed assets without the prior approval of shareholders' general meeting.</p> <p>In this Article, disposition of fixed assets includes an act involving transfer of an interest in property other than by way of providing guarantee.</p>

LETTER FROM THE BOARD

9	<p>Added:</p> <p>Article 6 The board of directors shall be responsible for:</p> <ol style="list-style-type: none">(1) formulating and reviewing the Company's corporate governance policies and practices;(2) reviewing and monitoring the training and continuous professional development of the directors and senior managers;(3) continuously supervising the Company's risk management and internal control systems;(4) reviewing and monitoring the Company's policies and practices in respect of compliance with laws and regulatory requirements;(5) reviewing of the Company's compliance with the Corporate Governance Code.
10	Added: Chapter 3 Powers of the Chairman
11	Article 3 is renumbered as Article 7 and the content remains unchanged
12	Added: Chapter 4 Special Powers of Independent Directors
13	<p>Added:</p> <p>Article 8 In addition to the powers endowed by the Company Law, other laws and regulations and the Articles of Association, independent directors also have the following special powers:</p> <ol style="list-style-type: none">(1) The consent of more than half of the independent directors should be obtained to propose any material connected transaction of the Company and the appointment or dismissal of an accounting firm for the board of directors' discussion.(2) The consent of more than half of the independent directors should be obtained if any independent director proposes the convening of an extraordinary general meeting or a board of directors' meeting, and for collection of the shareholders' voting rights prior to the convening of a shareholders' general meeting.(3) Subject to the unanimous consent of the independent directors, the independent directors may appoint external auditing firm or consultant firm independently to audit or consult on specific matters of the Company, and the relevant fees shall be borne by the Company. <p>The Company should disclose any circumstances due to which proposals described above are not adopted or the aforesaid powers cannot be properly exercised.</p>

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14	<p>Added:</p> <p>Article 9 Independent directors should provide independent opinions or submit written reports to the board of directors or the shareholders' general meeting on the following matters:</p> <ol style="list-style-type: none">(1) nomination, appointment and removal of directors;(2) appointment or dismissal of senior management officers;(3) remuneration for the Company's directors and senior management officers;(4) borrowings made by or other monetary transactions with shareholders, de facto controllers of the Company and their associated corporations which constitute material connected transactions of the Company, and whether the Company is adopting effective measures to collect the debts;(5) the Company's external guarantees;(6) revising the Company's accounting policy or accounting estimation or rectifying significant accounting discrepancy;(7) The adjustment of profit distribution policy of the Company, especially cash dividend distribution policy, and the adjustment of the profit distribution policy, especially cash dividend distribution policy;(8) matters which in the opinion of the independent directors might impair the interests of minority shareholders;(9) other matters relating to laws, administrative regulations or orders of regulatory documents. <p>Independent directors shall express their opinions on the above-mentioned matters in this Article by indicating any of the following: consent; qualified opinion with reasons; objection with reasons; or inability to give an opinion and the limitations they are subject to.</p> <p>If the matter concerned constitutes a discloseable event, the Company shall make announcements on the opinions of the independent directors. In case the independent directors have diverse opinion and fail to reach a consensus among themselves, the board of directors shall separately disclose the opinions of each of the independent directors.</p>
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15	Added: Chapter 5 Convening of Meeting
16	Article 4 is renumbered as Article 10 and the content remains unchanged
17	<p>Original 6:</p> <p>The board of directors may convene an extraordinary board of directors' meeting under any of the following circumstances:</p> <ol style="list-style-type: none">(1) When deemed necessary by the chairman of the board of directors;(2) Upon jointly proposed by more than one-third of the directors;(3) When proposed by the general manager;(4) Upon jointly proposal by more than half of the independent directors;(5) When proposed by the supervisory committee. <p>On occurrence of any of the events set out in the preceding sub-clauses (2), (3), (4) and (5) where the chairman is unable to perform his/her duties, he/she should designate a director to convene the board of directors' meeting on his/her behalf. Where the chairman fails to perform his/her duties with no reason and does not designate a specific person to act on his/her behalf, a director recommended by more than half of the directors shall be responsible for convening the meeting.</p> <p>After renumbering, the Article is proposed to be amended as:</p> <p>Article 11 The board of directors may convene the board of directors' meeting under any of the following circumstances:</p> <ol style="list-style-type: none">(1) When deemed necessary by the chairman of the board of directors;(2) Upon joint proposal by more than one-third of the directors;(3) When proposed by the general manager;

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	<p>(4) Upon joint proposal by more than half of the independent directors;</p> <p>(5) When proposed by the supervisory committee.</p> <p>(6) Proposal of the shareholders representing more than 10% of the voting powers.</p> <p>On occurrence of any of the events set out in the preceding sub-clauses (2), (3), (4) and (5) where the chairman is unable to perform his/her duties, he/she should designate a director to convene the board of directors' meeting on his/her behalf. Where the chairman fails to perform his/her duties with no reason and does not designate a specific person to act on his/her behalf, a director recommended by more than half of the directors shall be responsible for convening the meeting.</p>
18	<p>Added:</p> <p>Article 12 Shareholders representing 10% or more of the voting powers of the Company, the board of directors (including special committee), supervisory committee, directors and the general manager shall be entitled to make proposals to the board of directors.</p> <p>Matters that should be submitted to the board of directors for review shall form proposals by relevant responsible departments or units in accordance with the corresponding duties of the Company's various departments or units in relation to the matters to be discussed, except as specifically designated by the chairman or the general manager.</p> <p>All proposals shall be submitted by the proposer to the chairman for review. The proposer shall submit its proposal together with the information related to the proposal and helpful for the directors' decision.</p>
19	<p>Added:</p> <p>Article 13 In the event that matters within the authority of the board of directors are related to the Company's strategic development (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., chairman of the strategic development committee) from the early stage of the formation of the said matters.</p> <p>In the event the proposal involves the assessment of directors and senior management officers, the proposer of the proposal shall report to the chairman after the initial formation of the proposal and before submitting the same to the remuneration committee of the board of directors for review.</p>

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20	<p>Added:</p> <p>Article 14 Except for the proposal proposed by shareholders, with respect to any opinion, suggestion or objection of the chairman regarding the proposal, the proposer shall amend and improve the proposal accordingly. If required, the proposer shall organize relevant parties for a re-examination of the proposal.</p>
21	<p>Added:</p> <p>Article 15 The secretary to the board of directors shall draft the agenda of the meeting according to the proposal notified in writing and submit the same to the chairman for approval.</p>
22	<p>Added: Chapter 6 Meeting Notice</p>
23	<p>Article 5 is renumbered as Article 16 and the content remains unchanged</p>
24	<p>Original Article 7:</p> <p>With respect to the extraordinary board of directors' meeting, the chairman of the board of directors or the relevant proposing party shall notify the secretary to the board of directors of the proposal and the agenda in writing. The time of the meeting shall be determined with regard to ensuring all the directors' receipt of the notice and having reasonable time for preparation.</p> <p>After renumbering, the Article is proposed to be amended as:</p> <p>Article 17 With respect to the extraordinary board of directors' meeting, the chairman of the board of directors or the relevant proposing party shall notify the secretary to the board of directors of the proposal and the agenda in writing. The time of the meeting shall be determined with regard to ensuring all the directors' receipt of the notice and having reasonable time for preparation.</p> <p>Except in special circumstances, the secretary to the board of directors shall notify the directors of the time, place and agenda of the meeting 7 days before the meeting.</p> <p>The secretary to the board of directors shall send a copy of the notice of the meeting to the chairman of the supervisory committee 5 days before the meeting.</p> <p>Provided that the directors' full expression of opinion is ensured, the extraordinary board of directors' meeting may be held by means of communication.</p>

LETTER FROM THE BOARD

25	<p>Added:</p> <p>Article 18 If the notice of directors' meeting shall be delivered in person, the date of receipt acknowledged by the person to whom the notice is served or the person who deals with receipt and dispatch of documents on its behalf shall be deemed as the date of service; in the event the notice is delivered by means of facsimile or email, the date on which the facsimile or email is validly delivered shall be deemed as the date of service.</p>
26	<p>Added:</p> <p>Article 19 Failure to deliver the notice to a director or other person who is entitled to receive the notice due to accidental omission or such person failing to receive the meeting notice shall not affect the validity of the meeting and resolutions made in the meeting.</p>
27	<p>Original Article 8:</p> <p>The board of directors shall provide the directors with sufficient information, and the Company shall ensure that independent directors are equally entitled to the same information as with other directors. With respect to the matters required to be decided by the board of directors, the Company shall notify the independent directors and provide sufficient information in advance within the statutory period. If the independent directors consider the information is insufficient, they may request supplemental information. If two or more than two independent directors consider the information is insufficient or that the supporting materials fail to substantiate the matter, they may jointly request the board of directors in writing to postpone the date for convening the board of directors' meeting or to consider the matter at a later date. The board of directors shall adopt accordingly.</p> <p>The consent of more than half of the independent directors shall be obtained before the proposal for substantial connected transactions and the appointment or dismissal of an accounting firm is submitted to the board of directors for consideration.</p> <p>After renumbering, the Article is proposed to be amended as:</p> <p>Article 20 The secretary to the board of directors shall submit proposals, reports, and other information to the directors at least 3 days before the meeting or give relevant explanation.</p> <p>The board of directors shall provide the directors with sufficient information, and the Company shall ensure that independent directors are equally entitled to the same information as with other directors. With respect to the matters required to be decided by the board of directors, the Company shall notify the independent directors and provide sufficient information in advance within the statutory period. If the independent directors consider the information is insufficient, they may request supplemental information. If two or more than two independent directors consider the information is insufficient or that the supporting materials fail to substantiate the matter, they may jointly request the board of directors in writing to postpone the date for convening the board of directors' meeting or to consider the matter at a later date. The board of directors shall adopt accordingly.</p>

LETTER FROM THE BOARD

28	Added: Chapter 7 Meeting procedures
29	<p>Original Article 9:</p> <p>The quorum for meeting of the board of directors shall be more than half of the directors.</p> <p>After renumbering, the Article is proposed to be amended as:</p> <p>Article 21 The quorum for meeting of the board of directors shall be more than half of the directors.</p> <p>In the event relevant director refuses or is unwilling to attend the meeting, resulting in the failure of meeting the quorum for the meeting, the chairman of the board of directors and the secretary to the board of directors shall report to the supervisory department in a timely manner.</p>

LETTER FROM THE BOARD

30	<p>Original Article 10:</p> <p>Directors shall attend the board of directors' meetings in person. If any director is unable to attend the meeting for any reason, he/she may appoint another director as his/her proxy to attend the board of directors' meeting on his/her behalf and the instrument appointing the proxy shall state the scope of authority.</p> <p>A director who attends a meeting on behalf of another director shall exercise the director's rights within the scope of the appointed authority. A director who fails to attend a particular board of directors' meeting and who has not appointed a representative to do so shall be deemed to have waived his/her voting rights in respect of that meeting.</p> <p>With respect to independent director who has failed to attend board of directors' meetings in person for three consecutive times, the board of directors shall propose a replacement of such independent director in the general meeting.</p> <p>After renumbering, the Article is proposed to be amended as:</p> <p>Article 22 Directors shall attend the board of directors' meetings in person. In the event a director is unable to attend the meeting due to any reason, he/she shall review the meeting information in advance, form clear opinion and authorize in writing other director to attend the meeting on his/her behalf. A director who attends a meeting on behalf of another director shall exercise the director's rights within the scope of the appointed authority.</p> <p>A director who fails to attend a particular board of directors' meeting and who has not appointed a representative to do so shall be deemed to have waived his/her voting rights in respect of that meeting.</p> <p>With respect to independent director who has failed to attend board of directors' meetings in person for three consecutive times, the board of directors shall propose a replacement of such independent director in the general meeting. Other director who has failed to attend board of directors' meetings in person for two consecutive times and who has not authorized other directors to attend the board of directors' meeting, shall be deemed to be unable to fulfill his/her duties, and the board of directors shall propose a replacement in the general meeting.</p>
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LETTER FROM THE BOARD

31	<p>Added:</p> <p>Article 23 The director who authorizes an agent or is authorized to attend a board of directors' meeting shall comply with the following principles:</p> <ol style="list-style-type: none">(1) When considering a connected transaction, a non-connected director may not authorize a connected director to attend the meeting on its behalf, nor may a connected director accept the authorization from a non-connected director.(2) An independent director may not authorize a non-independent director to attend the meeting on its behalf, nor may a non-independent director accept the authorization from an independent director.(3) A director may not fully authorize the other director to attend the meeting on its behalf without expressing its personal opinion and voting intention on the proposal, nor may relevant director accept full authorization or unclear authorization;(4) A director may not accept the authorization by more than two directors, nor may a director authorize a director who has accepted the authorizations by two directors to attend the meeting on its behalf.
32	Article 11 is renumbered as Article 24 and the content remains unchanged
33	Article 13 is renumbered as Article 25 and the content remains unchanged
34	<p>Added:</p> <p>Article 26 The chairman of the meeting shall invite the directors attending the board of directors' meeting to give clear opinions on various proposals.</p> <p>For proposals that require the independent directors' prior consent in accordance with regulations, the chairman of the meeting shall designate an independent director to read the written approval opinion formulated by the independent directors before discussing the proposal.</p>
35	<p>Added:</p> <p>Article 27 Directors shall read relevant meeting information carefully and, on the basis of fully understanding the situation, express their opinion independently and cautiously.</p> <p>Directors may consult the meeting convener, the general manager and other senior management officers, special committees, accounting firms, law firms and other relevant personnel and agencies before the meeting to understand the information needed for decision-making.</p>

LETTER FROM THE BOARD

36 Original Article 12:

Resolutions of the board of directors shall be decided by poll and each director shall have one voting rights. A director shall not vote or be counted in the quorum in a board of directors' meeting for any matter in which he/she or any of his/her associates (as defined under The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong 102 Limited) is materially interested.

Except for sub-clauses (6), (7) and (12) of Article 2 of this Order of Meeting and the matters involving external guarantees which are required to be approved by voting by more than two-third of the directors, other matters can be approved by voting by more than half of the directors as resolutions of the board of directors. In the case of an equality of votes, the chairman of the board shall be entitled to one additional vote.

When a director and the corporations involved in the resolutions of the board of directors' meeting have connected relations, such director shall not exercise his/her voting rights on such resolutions nor can he/she exercise any voting rights on behalf of other directors. A board of directors' meeting may be held if it is attended by more than one half of the unconnected directors, and the resolutions of the board of directors' meeting shall be passed by more than one half of the unconnected directors. Where the number of unconnected directors attending the board of directors' meeting is less than three, such matter shall be submitted to shareholders' general meeting for consideration.

After renumbering, the Article is proposed to be amended as:

Article 28 Resolutions of the board of directors shall be decided by poll and each director shall have one voting rights. A director shall not vote or be counted in the quorum in a board of directors' meeting for any matter in which he/she or any of his/her associates (as defined under The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) is materially interested.

Except for sub-clauses (6), (7) and (12) of Article 4 of this Order of Meeting and the matters involving external guarantees which are required to be approved by voting by more than two-third of the directors, other matters can be approved by voting by more than half of the directors as resolutions of the board of directors. In the case of an equality of votes, the chairman of the board shall be entitled to one additional vote.

When a director and the corporations involved in the resolutions of the board of directors' meeting have connected relations, such director shall not exercise his/her voting rights on such resolutions nor can he/she exercise any voting rights on behalf of other directors. A board of directors' meeting may be held if it is attended by more than one half of the unconnected directors, and the resolutions of the board of directors' meeting shall be passed by more than one half of the unconnected directors. Where the number of unconnected directors attending the board of directors' meeting is less than three, such matter shall be submitted to shareholders' general meeting for consideration.

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37	<p>Added:</p> <p>Article 29 In the event that a proposal is not approved, the board of directors shall not consider the proposal with the same content within one month in case there are no significant changes in the relevant conditions and factors.</p>
38	<p>Added:</p> <p>Article 30 In the event more than half of the participating directors or more than two independent directors think that a proposal is unclear or specific, or that they are not able to make judgments on the relevant matters due to insufficient meeting information and other reasons, the chairman of the meeting shall request an adjournment of the voting on this issue.</p> <p>The director who proposes for an adjournment of voting shall set out clear requirements regarding the conditions to be met for the resubmission of the proposal for consideration.</p>
39	<p>Original Article 14:</p> <p>Minutes of the board of directors' meeting shall be taken by the secretarial office of the board and directors attending the meeting and the officer responsible for taking the minutes shall sign on the minutes. Directors attending the meeting shall have the rights to request descriptive record in the minutes of his/her speech in the meeting.</p> <p>After renumbering, the Article is proposed to be amended as:</p> <p>Article 31 Minutes of the board of directors' meeting shall be taken by the secretarial office of the board and directors attending the meeting and the officer responsible for taking the minutes shall sign on the minutes. Directors attending the meeting shall have the rights to request descriptive record in the minutes of his/her speech in the meeting.</p> <p>Files of board of directors' meetings, including meeting notices and meeting information, power of attorney, voting forms, meeting minutes, resolutions, shall be properly kept as important files of the Company</p>
40	<p>Article 15 is renumbered as Article 32 and the content remains unchanged</p>
41	<p>Added:</p> <p>Article 33 The attending directors shall, on their behalf and on the behalf of the directors authorizing them to attend the meeting, sign to confirm the minutes and resolutions of the meeting. In the event the director has different opinions on the minutes or resolutions of the meeting, he/she may make written explanations at the time of signing. He/she may report to the supervisory department in a timely manner or make a public statement if necessary.</p> <p>Where a director does not confirm by signature in accordance with the provisions of the preceding paragraph, nor give written explanations on his/her different opinions, nor report to the supervisory department or make a public statement, the director is deemed to have fully agreed with the contents of the minutes and resolutions of the meeting.</p>

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42	Added: Chapter 8 Post-meeting Events
43	Added: Article 34 After the meeting, the secretary to the board of directors shall handle the announcement in the designated media in accordance with the relevant laws and regulations and the provisions of the listing rules of the stock exchange where the Company's shares are listed. Before the announcement of the resolutions, the attending directors and other attendees, recording and service personnel of the meeting are obligated to keep the contents of the resolutions confidential.
44	Added: Article 35 The chairman of the board of directors shall supervise and urge the relevant personnel to implement the resolutions of the board of directors, check the implementation of the resolutions, and report the implementation of the resolutions that have already been formed at the subsequent meeting of the board of directors. During each board of directors' meeting, the chairman shall assign a person to report to the board of directors on the implementation and fulfillment of the previous board resolutions. Directors shall have the right to question the implementer of the relevant resolutions regarding the implementation of the resolutions of the previous board of directors' meetings, and the implementer of the relevant resolutions shall reply within 3 working days in writing or give relevant explanation.
45	Added: Chapter 9 Supplementary Provisions
46	Added: Article 36 The term "more" as used in this Order of Meeting includes the number itself.
47	Article 16 is renumbered as Article 37 and the content remains unchanged
48	Article 17 is renumbered as Article 38 and the content remains unchanged
49	Article 18 is renumbered as Article 39 and the content remains unchanged

The proposed amendments to the Articles of Association and its appendix are subject to the consideration and approval of the Shareholders of the Company by way of a special resolution at the annual general meeting of the Company.

(3) PROPOSED REGISTRATION AND ISSUANCE OF SHORT-TERM FINANCING BONDS

To improve the Company's debt structure and reduce financing costs, it is proposed to apply to the interbank market for the registration of the issue of short-term financing bonds with a total principal amount of not more than RMB7.8 billion, subject to the laws, regulations, rules, normative documents and the requirements of the regulatory authorizations.

LETTER FROM THE BOARD

Pursuant to the restriction that payable short-term financing bonds shall not exceed 40% of the corporate net asset, and judging according to the condition of the current short-term financing bonds' balance, the Company is expected to be able to register and issue new short-term financing bonds in the amount of RMB7.8 billion. The Company intends to register and issue not more than RMB7.8 billion short-term financing notes on the interbank market for a term of one year. The proceeds raised are intended to be used for replacement of other financing means of the Company and replenishment of liquidity.

To improve the efficiency of the issuance of the short-term financing bonds, the Board also submits to the general meeting to authorize the Board and person(s) authorized by the Board to determine the particular terms and conditions of the issuance of the short-term financing bonds for the needs of the Company (such as to determine to issue the short-term financing bond in one tranche or several tranches, to determine the amount to be issued, interest rate, terms, ratings, use of proceeds, etc) and to handle the approval matters; to determine the intermediary; to deliver the application to the regulatory authorizations and obtain their approval; and to sign all necessary documents in the process of issuance of the short-term financing bond and to carry out the related disclosure of information.

The resolution of the application for the issuance of the short-term financing bonds at the AGM shall be valid from the date of approval at the AGM to the expiration of 24 months after the issue of the "Registration Acceptance Notice" by the National Association of Financial Market Institutional Investors.

(4) ANNUAL GENERAL MEETING

The AGM of the Company will be held at 2:00 p.m. on 28 June 2018 at the Magang Office Building, No. 8 Jiu Hua Xi Road, Maanshan City, Anhui Province, at which relevant resolutions will be proposed to approve, including the profit distribution plan for the year 2017, the proposed amendment to the Articles of Association and its appendix, and the proposed registration and issuance of short-term financing bonds.

Whether or not you are able to attend the AGM, 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 Rooms 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so desire.

LETTER FROM THE BOARD

(5) RECOMMENDATION

The Board considers that the above-mentioned resolutions 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 AGM.

By order of the Board
Maanshan Iron & Steel Company Limited
Ding Yi
Chairman

NOTICE OF ANNUAL GENERAL MEETING



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 REGARDING 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 Annual General Meeting (the “AGM”) 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 2:00 p.m. on Thursday, 28 June 2018.

The AGM will consider the following resolutions:

Ordinary resolutions:

1. To consider and approve the work report of the board of directors for the year 2017;
2. To consider and approve the work report of the supervisory committee for the year 2017;
3. To consider and approve the audited financial statements for the year 2017;
4. To consider and approve the appointment of Ernst & Young Hua Ming LLP as the Company’s auditor for the year 2018, and to authorise the board of directors to determine the remuneration of the auditor based on that in 2017;
5. To consider and approve the profit distribution plan for the year 2017;

NOTICE OF ANNUAL GENERAL MEETING

Special resolutions:

6. To consider and approve the resolutions on Article of Association and its appendix.
7. To consider and approve the registration and issuance of short-term financing bonds of not more than RMB7.8 billion by the Company in the interbank market, and proposed to the AGM to authorize the Board of the Company and person(s) authorized by the Board to finalize the terms, conditions and other aspects of the Company's short-term financing bonds according to the needs of the Company.

In addition, the AGM will also receive the independent directors' report on work for the year 2017.

Meeting details of the AGM were published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>).

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

9 May 2018
Maanshan City, Anhui Province, the PRC

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

Executive Directors: Ding Yi, Qian Haifan, Zhang Wenyang

Non-executive Directors: Ren Tianbao

Independent Non-executive Directors: Zhang Chunxia, Zhu Shaofang, Wang Xianzhu

NOTICE OF ANNUAL GENERAL MEETING

Notes:

I. Persons entitled to attend the AGM

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 as at the market close in the afternoon of Friday, 25 May 2018 shall have the right to attend the AGM after completing the registration procedures for attending the meeting. (Holders of A shares will be notified separately.)

II. Registration procedures for attending the AGM

1. Holders of H shares shall deliver their written replies for attending the AGM, 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, 7 June 2018. 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 AGM.

III. Appointing Proxies

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

IV. Shareholders or their proxies attending the AGM shall be responsible for their own accommodation and travel expenses.

V. The Company's register of members for H shares will be closed from Monday, 28 May 2018 to Thursday, 28 June 2018 (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 AGM 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 Friday, 25 May 2018. 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 later.

NOTICE OF ANNUAL GENERAL MEETING

VI. Subject to and upon the approval of the AGM, the final dividend for the year ended 31 December 2017 is expected to be distributed to the shareholders of H Shares whose names appear on the register of members in respect of H Shares maintained in Hong Kong on Wednesday, 18 July 2018. The register of members of the Company for H Shares will close from Friday, 13 July 2018 to Wednesday, 18 July 2018 (both days inclusive). In order to qualify for the distribution of the proposed dividend, all transfer documents accompanied by the relevant share certificates and other appropriate documents must be lodged by the shareholders of H Shares with the Company's H share registrar – Hong Kong Registrars Limited at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Thursday, 12 July 2018. The registered day of the holders of A shares will be disclosed separately.

VII. Company's registered address: No. 8 Jiu Hua Xi Road, Maanshan City, Anhui Province, The PRC
Postal code: 243003
Contact persons: Mr. Xu Yayan, Mr. Li Wei
Telephone: 86-555-2888158/2875251
Fax: 86-555-2887284