
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution 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 to the purchaser or the transferee or to a licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser and transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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) FINAL PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018 (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND (3) 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 18 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 1:30 p.m. on Wednesday, 12 June 2019 is set out on pages 19 to 21 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 Room 1712-1716, 17th 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.

8 May 2019

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Notice of Annual General Meeting	19

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 Wednesday, 12 June 2019, to approve the resolutions relating to (which include) the proposed amendments to the Articles of Association and its appendix
“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
“Last Practicable Date”	30 April 2019
“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

8 May 2019

Dear Sir or Madam,

(1) FINAL PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 21 March 2019.

The purpose of this circular is to inform you the details related to (1) final profit distribution plan for the year 2018, (2) proposed amendments to the Articles of Association, and (3) issue the notice of the AGM.

LETTER FROM THE BOARD

1. DETAILS OF THE FINAL PROFIT DISTRIBUTION PLAN FOR THE YEAR 2018

According to the auditing by Ernst & Young Hua Ming (LLP), the Company had net profit in 2018 amounting to RMB4,718,939,155 based on the China Accounting Standards for Enterprises. Taking into account the development of the Company and Shareholders' long-term interests, the proposed final profit distribution plan of the Company for 2018 is as follows:

1. According to the Company Law of the PRC and the Articles of Association, 10% of statutory surplus reserve (i.e. RMB471,893,915) was withdrawn in accordance with the Accounting Standards for Enterprises.
2. The Company declared the 2018 final cash dividend of RMB0.31 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 RMB2,387,211,168 (tax included). Retained earnings will be carried forward to the year of 2019 and no capital surplus shall be transferred to share capital.

The above proposals have been approved by the nineteenth meeting of the ninth session of Board on 21 March 2019. The proposed final 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 final dividends proposed to be declared in 2018 as at the Last Practicable Date.

According to the proposed final profit distribution plan for the year 2018, the Board proposes to distribute the 2018 final dividend of RMB0.31 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 Monday, 24 June 2019. The register of members of the Company for H Shares will close from Wednesday, 19 June 2019 to Monday, 24 June 2019 (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 Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Tuesday, 18 June 2019. 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 appears 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 "Proposed Amendments of the Articles of Association of Maanshan Iron & Steel Company Limited" was reviewed and approved at the nineteenth meeting of the ninth session of the Board on 21 March 2019, proposing to amend the Articles of Association of Maanshan Iron & Steel Company Limited 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 in accordance with the requirements of relevant departments. The purpose of the amendments is to further regulate the operational and decision making procedures of the Board, and to further stipulate the procedures for repurchasing the shares of the Company in accordance with the latest requirements of the PRC regulations.

The Company confirms that if the Company intends to repurchase shares of the Company, in addition to the provisions of the Articles of Association, the Company will also comply with all applicable requirements of the relevant laws and regulations and the Listing Rules.

LETTER FROM THE BOARD

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

No.	Amendment proposals and contents
	Articles of Association
1	<p data-bbox="395 442 619 474">Original Article 25:</p> <p data-bbox="395 527 1359 676">In the following circumstances, the Company may repurchase its own issued shares in accordance with the procedures set out in the laws, administrative regulations, departmental regulations and the Articles the Association and with the approval of the relevant regulatory authorities of the State:</p> <ol data-bbox="395 729 1359 1155" style="list-style-type: none"><li data-bbox="395 729 970 761">(1) to reduce the Company's registered capital;<li data-bbox="395 804 1249 836">(2) to merge with another company which holds the Company's shares;<li data-bbox="395 889 1145 921">(3) to give incentive shares to the employees of the Company;<li data-bbox="395 963 1359 1081">(4) the shareholders object to a resolution at a shareholders' general meeting that relates to a merger or division of the Company and the shareholders require the Company to repurchase their shares;<li data-bbox="395 1123 1257 1155">(5) other circumstances permitted by laws or administrative regulations. <p data-bbox="395 1208 1359 1283">The Company shall not engage in transactions of selling and purchasing its shares save for the circumstances specified herein above.</p>

LETTER FROM THE BOARD

Proposed to be amended as:

In the following circumstances, the Company may repurchase its own issued shares in accordance with the procedures set out in the laws, administrative regulations, departmental regulations and the Articles the Association and with the approval of the relevant regulatory authorities of the State:

- (1) to reduce the Company's registered capital;
- (2) to merge with another company which holds the Company's shares;
- (3) the shares are to be used for employee share ownership plans or equity incentives;
- (4) the shareholders object to a resolution at a shareholders' general meeting that relates to a merger or division of the Company and the shareholders require the Company to repurchase their shares;
- (5) the shares are to be used to convert corporate bonds issued by the listed company that can be converted to shares;
- (6) it is necessary for the listed company to maintain corporate value and shareholders' equity;
- (7) other circumstances permitted by laws or administrative regulations.

The Company shall not engage in transactions of selling and purchasing its shares save for the circumstances specified hereinabove.

LETTER FROM THE BOARD

2	<p>Original Article 26:</p> <p>The Company may repurchase its shares upon the approval granted by the relevant supervisory authorities of the State in any one of the following manners:</p> <ol style="list-style-type: none">(1) to make a repurchase offer to all shareholders in equal proportion to their shareholdings;(2) to repurchase the shares in open trading on a recognized stock exchange;(3) to repurchase the shares by way of agreement other than through a recognized stock exchange. <p>Proposed to be amended as:</p> <p>The Company may repurchase its shares upon the approval granted by the relevant supervisory authorities of the State in any one of the following manners:</p> <ol style="list-style-type: none">(1) to make a repurchase offer to all shareholders in equal proportion to their shareholdings;(2) to repurchase the shares in open trading on a recognized stock exchange;(3) to repurchase the shares by way of agreement other than through a recognized stock exchange.(4) other ways approved by relevant competent authorities of the State. <p>If the Company acquires the Company's shares in circumstances specified in items (3), (5) and (6) in the first paragraph of Article 25 of the Articles of Association, it shall be conducted by way of open and centralized trading.</p>
---	---

LETTER FROM THE BOARD

3 Original Article 27:

If the Company shall repurchase its shares pursuant to Sub-clauses (1) to (3) in Article 25 of the Articles of Association, a resolution by the shareholders' general meeting is required. If the situation under Sub-clause (1) in Article 25 follows after the Company repurchases its shares, the shares shall be cancelled within ten days after they are repurchased or they shall be transferred or cancelled within six months in the case of Subclauses (2) and (4).

The shares repurchased by the Company pursuant to Sub-clause (3) in Article 25 shall not exceed 5% of the total shares issued by the Company. Capital for repurchasing shares shall be paid by the profits after tax of the Company and the shares repurchased shall be transferred to the employees within one year.

Proposed to be amended as:

If the Company shall repurchase its shares in circumstances specified to Sub-clauses (1) and (2) of Article 25 of the Articles of Association, a resolution by the shareholders' general meeting is required. If the Company shall repurchase the Company's shares in circumstances as specified items (3), (5) and (6) of Article 25 of the Articles of Association, it shall be resolved by a resolution of a board meeting attended by more than two-thirds of the directors.

If the situation under Sub-clause (1) in Article 25 follows after the Company repurchases its shares, the shares shall be cancelled within ten days after they are repurchased or they shall be transferred or cancelled within six months in the case of Sub-clauses (2) and (4). The total number of shares of the Company held by the Company shall not exceed 10% of the total number of shares issued by the Company and shall be transferred or cancelled within three years in the case of Sub-clauses (3), (5) and (6).

LETTER FROM THE BOARD

4 Original Article 101:

The Company shall establish a board of directors comprising seven directors. Among the directors, external directors shall represent more than half of the members of the board of directors, independent directors shall represent more than one-third of the members of the board of directors, and at least one independent director shall be an accounting professional.

The board of directors shall have a chairman.

Directors are not required to hold shares of the Company.

Proposed to be amended as:

The Company shall establish a board of directors comprising seven to nine directors and the specific number of members of the board of directors shall be determined by shareholders at general meetings within this range. 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.

The board of directors shall have a chairman.

Directors are not required to hold shares of the Company.

LETTER FROM THE BOARD

5	<p>Original Article 116:</p> <p>The quorum for meeting of the board of directors shall be more than half of the directors.</p> <p>Resolutions of the board of directors shall be decided by poll and each director shall have one voting rights. The board of directors may pass resolutions only upon a majority vote of all directors.</p> <p>In the case of an equality of votes, the chairman of the board of directors shall be entitled to one additional vote.</p> <p>Proposed to be amended as:</p> <p>Except as otherwise provided for in the Company Law and the Company's Articles of Association, the quorum for meeting of the board of directors shall be more than half of the directors.</p> <p>Resolutions of the board of directors shall be decided by poll and each director shall have one voting rights. The board of directors may pass resolutions only upon a majority vote of all directors.</p> <p>In the case of an equality of votes, the chairman of the board of directors shall be entitled to one additional vote.</p>
---	---

LETTER FROM THE BOARD

6	<p>Original Article 134 will be revised as Article 131 of the new Articles of Association, and the subsequent clauses will be renumbered accordingly.</p> <p>Original Article 134:</p> <p>The Company shall set up the Strategy Development Committee. The committee shall comprise of the Chairman and three independent directors of the Company. The members of the committee shall be nominated by the Chairman of the Company and elected by the Board.</p> <p>There shall be one chairman for the Strategy Development Committee, which is the Chairman of the Company.</p> <p>The main duties of the Strategy Development Committee are:</p> <ol style="list-style-type: none">(1) To conduct researches and to submit proposals regarding the long term development strategies and material investment decisions of the Company;(2) To conduct researches and to submit proposals regarding the long term and mid-term strategy development plans of the Company;(3) To monitor the implementation of the strategy development plan of the Company and report to the Board of the significant deviation of strategy development in a timely manner;(4) To conduct researches regarding the major developments of economic situation, industrial policies, technology advancement, industrial environment, force majeure and other factors, and to submit proposals regarding whether adjustment on the Company's development strategy is necessary;(5) To conduct researches and to submit proposals regarding other major matters affecting the Company's development;(6) To carry out other duties as authorized by the Board.
---	---

LETTER FROM THE BOARD

Proposed to be amended as Article 131:

The Company shall set up the Strategy Development Committee. The committee shall comprise of the directors of the Company. The members of the committee shall be nominated by the Chairman of the Company and elected by the Board.

There shall be one chairman for the Strategy Development Committee, which is the Chairman of the Company. The main duties of the Strategy Development Committee are:

- (1) To conduct researches and to submit proposals regarding the long term development strategies and material investment decisions of the Company;
- (2) To conduct researches and to submit proposals regarding the long term and mid-term strategy development plans of the Company;
- (3) To monitor the implementation of the strategy development plan of the Company and report to the Board of the significant deviation of strategy development in a timely manner;
- (4) To conduct researches regarding the major developments of economic situation, industrial policies, technology advancement, industrial environment, force majeure and other factors, and to submit proposals regarding whether adjustment on the Company's development strategy is necessary;
- (5) To conduct researches and to submit proposals regarding other major matters affecting the Company's development;
- (6) To carry out other duties as authorized by the Board.

LETTER FROM THE BOARD

7	<p>Original Article 131:</p> <p>The major duties of the audit committee shall be:</p> <ol style="list-style-type: none">(1) to propose the appointment or replacement of external audit firms;(2) to supervise the internal audit system of the Company and its implementations;(3) to facilitate communication between internal auditors and external auditors;(4) to audit the financial information of the Company and its disclosures;(5) to review and examine the internal control system of the Company. <p>Proposed to be amended as:</p> <p>The major duties of the audit committee shall be:</p> <ol style="list-style-type: none">(1) to supervise and evaluate external audit work, to propose the appointment or replacement of external audit firms;(2) to supervise and evaluate internal audit work, including supervise the internal audit system of the Company and its implementations;(3) to facilitate communication between internal auditors and external auditors;(4) to audit the financial information of the Company and its disclosures;(5) to review and examine the internal control system of the Company;(6) to be responsible for other matters as authorized by laws and regulations as well as the Company's Articles of Association and board of directors.
---	--

LETTER FROM THE BOARD

8	<p>Original Article 133:</p> <p>The board of directors of the Company shall establish a nomination committee consisting of not less than three members and all of them shall be directors. The majority of such members shall be independent directors, one of whom shall act as the chairperson of the committee.</p> <p>The major duties of the nomination committee shall be:</p> <ol style="list-style-type: none">(1) to make recommendations to the board of directors on the size and composition of the board of directors based on the business operations, scale of assets and shareholding structure of the Company;(2) to review the standards and procedures for the selection of directors, general manager and secretary to the board of directors and make recommendations to the board of directors in relation thereto;(3) to extensively identify candidates eligible for serving as directors, general manager and secretary to the board of directors;(4) to evaluate the candidates of directors, general manager and secretary to the board of directors and make recommendations in relation thereto;(5) to evaluate the candidates for other senior management officers to be appointed by the board of directors and make recommendations in relation thereto;(6) to handle other matters as authorised by the board of directors.
---	---

LETTER FROM THE BOARD

Proposed to be amended as:

The board of directors of the Company shall establish a nomination committee consisting of not less than three members and all of them shall be directors. The majority of such members shall be independent directors, one of whom shall act as the chairperson of the committee.

The major duties of the nomination committee shall be:

- (1) to make recommendations to the board of directors on the size and composition of the board of directors based on the business operations, scale of assets and shareholding structure of the Company;
- (2) to review the standards and procedures for the selection of directors, general manager and secretary to the board of directors and make recommendations to the board of directors in relation thereto;
- (3) to extensively identify candidates eligible for serving as directors, general manager and secretary to the board of directors;
- (4) to evaluate the candidates of directors, general manager and secretary to the board of directors and make recommendations in relation thereto;
- (5) to evaluate the candidates for other senior management officers to be appointed by the board of directors and make recommendations in relation thereto;
- (6) to evaluate the independence of independent directors;
- (7) to handle other matters as authorised by the board of directors.

LETTER FROM THE BOARD

9	<p>Original Article 132 will be revised as Article 134 of the new Articles of Association, and the subsequent clauses will be renumbered accordingly.</p> <p>Original Article 132:</p> <p>The board of directors of the Company shall establish a remuneration committee consisting of not less than three members and all of them should be directors. The majority of such members should be independent directors, one of whom shall act as the chairperson of the committee.</p> <p>The major duties of the remuneration committee shall be:</p> <ol style="list-style-type: none">(1) to propose to the board of directors on remuneration policy for the general body of directors and senior management officers, and formulating procedures for such policy in a proper and transparent manner;(2) to review the remuneration of directors and senior management officers in accordance with the corporate objectives stipulated by the board of directors;(3) to review termination or job-related compensations payable to the directors or the senior management officers;(4) to ensure none of the directors nor their associates shall determine their own remuneration;(5) to carry out other duties as appointed by the board of directors.
---	--

LETTER FROM THE BOARD

Proposed to be amended as:

The board of directors of the Company shall establish a remuneration committee consisting of not less than three members and all of them should be directors. The majority of such members should be independent directors, one of whom shall act as the chairperson of the committee.

The major duties of the remuneration committee shall be:

- (1) to propose to the board of directors on remuneration policy for the general body of directors and senior management officers, and formulating procedures for such policy in a proper and transparent manner;
- (2) to formulate draft equity incentive plans;
- (3) to review the remuneration of directors and senior management officers in accordance with the corporate objectives stipulated by the board of directors;
- (4) to review termination or job-related compensations payable to the directors or the senior management officers;
- (5) to ensure none of the directors nor their associates shall determine their own remuneration;
- (6) to carry out other duties as appointed by the board of directors.

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

3. ANNUAL GENERAL MEETING

The AGM of the Company will be held at 1:30 p.m. on 12 June 2019 at the Magang Office Building, No. 8 Jiu Hua Xi Road, Maanshan City, Anhui Province, at which relevant resolutions will be proposed for approval, including the final profit distribution plan for the year 2018 and the proposed amendment to the Articles of Association.

LETTER FROM THE BOARD

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 Room 1712-1716, 17th 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.

4. 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 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 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 1:30 p.m. on Wednesday, 12 June 2019.

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 2018;
2. To consider and approve the work report of the supervisory committee for the year 2018;
3. To consider and approve the audited financial statements for the year 2018;
4. To consider and approve the appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the Company’s auditor for the year 2019, and to authorise the board of directors to determine the remuneration of the auditor on the basis of the amount in 2018;
5. To consider and approve the final profit distribution plan for the end of year 2018;
6. To consider and approve the salary of directors, supervisors and senior management for the year 2018;

NOTICE OF ANNUAL GENERAL MEETING

Special resolutions:

7. To consider and approve the proposed amendments to the Articles of Association of the Company.

In addition, the AGM will also receive the independent directors' report on work for the year 2018.

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
Secretary to the Board

25 April 2019
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

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, 10 May 2019 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 Wednesday, 22 May 2019. 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.

NOTICE OF ANNUAL GENERAL MEETING

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, 13 May 2019 to Wednesday, 12 June 2019 (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, 10 May 2019. The address of the Registrar for the Company's H shares: Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Share registration date for holders of A shares will be announced later.

VI. Subject to and upon the approval of the AGM, the final dividend for the year ended 31 December 2018 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 Monday, 24 June 2019. The register of members of the Company for H shares will close from Wednesday, 19 June 2019 to Monday, 24 June 2019 (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 Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Tuesday, 18 June 2019. The registered day and relevant details of distributing and acquiring the proposed final cash dividend 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
Fax:	86-555-2887284