



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)

Form of Proxy for the Extraordinary General Meeting

The number of shares of which this form of proxy relates (Note 1)	
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I/ We (Note 2) _____
of _____
being the registered holder(s) of _____ H Shares (Note 3) in Maanshan Iron & Steel Company Limited (the "Company"), HEREBY APPOINT the chairman of the meeting, or _____ (Note 4) as my/ our proxy(ies) to attend and act for me/us at the extraordinary general meeting of the Company (the "EGM") to be held at the Magang Office Building, No. 8 Jiu Hua Xi Road, Maanshan City, Anhui Province, the PRC at 1:30 p.m. on Thursday, 30 November 2017, and to vote at such meeting as hereunder indicated in respect of the resolutions as set out in the Notice of EGM or, if no such indication is given, as my/our proxy(ies) thinks fit.

SPECIAL RESOLUTION	FOR (Note 5)	AGAINST (Note 5)
1. To consider and approve the proposed amendments to the Articles of Association of the Company and its appendix		
ORDINARY RESOLUTIONS	FOR (Note 5)	AGAINST (Note 5)
2. To consider and approve the resolution concerning remuneration of directors for the ninth session of the board of directors of the Company		
3. To consider and approve the resolution concerning remuneration of supervisors for the ninth session of the supervisory committee of the Company		
4. To elect members for the ninth session of the board of directors of the Company (excluding independent non-executive directors)		
(1) To elect Mr. Ding Yi as the director of the Company		
(2) To elect Mr. Qian Haifan as the director of the Company		
(3) To elect Mr. Ren Tianbao as the director of the Company		
(4) To elect Mr. Zhang Wenyang as the director of the Company		
5. To elect independent non-executive directors for the ninth session of the board of directors of the Company		
(1) To elect Ms. Zhang Chunxia as the independent non-executive director of the Company		
(2) To elect Ms. Zhu Shaofang as the independent non-executive director of the Company		
(3) To elect Mr. Wang Xianzhu as the independent non-executive director of the Company		

6. To elect non-staff representatives as supervisors for the ninth session of the supervisory committee of the Company		
(1) To elect Mr. Zhang Qianchun as the supervisor of the Company.		
(2) To elect Ms. Yang Yada as the independent supervisor of the Company.		
(3) To elect Mr. Qin Tongzhou as the independent supervisor of the Company		

Date: _____ 2017

Signature (Note 6): _____

Notes:

1. Please insert the number of shares in the Company registered in your name(s) and to which this form of proxy relates. If no such number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s) in the register of the members of the Company.
2. Please insert the full name(s) and address(es) (as shown in the register of the members) in block capitals.
3. Please insert the number of all the shares in the Company registered in your name(s) and delete if inappropriate.
4. If any proxy other than the Chairman is preferred, strike out “the chairman of the meeting, or” and insert the name of the proxy desired in the space provided. Each shareholder is entitled to appoint one or more proxy(ies) to attend and vote at the meeting. A proxy needs not to be a shareholder of the Company. Any alteration made to this form of proxy must be signed by the person who signs it.
5. Important: If you wish to vote for any resolution, tick in the box marked “For”. If you wish to vote against any resolution, tick in the box marked “Against”. Failure to tick either box will entitle your proxy to cast your vote at his discretion. In accordance with the Articles of Association, the shareholders attending the EGM (including the proxy authorised by the shareholders) shall clearly vote for or against each of the matters to be voted. Otherwise, such votes will not be deemed valid when the Company is computing the voting result of the matter.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under its common seal or under the hand of an officer or attorney duly authorised in this regard. If the form of proxy is signed by any person other than the holder, the power of attorney or other authority should be notarially certified. To be valid, the notarially certified copy of the power of attorney or other authority, together with the form of proxy, must be delivered to the Company’s registered address, not less than 24 hours before the holding of the EGM.