



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 Annual General Meeting

The number of shares of which this form of proxy relates (Note 1)	
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I/We (Note 2) _____

of (Note 2) _____

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 annual general meeting of the Company (the "AGM") to be held at Magang Guest House, No. 2 Xi Yuan Road, Maanshan City, Anhui Province, the PRC at 9:00 a.m. on Wednesday, 15 June 2011 and to vote at such meeting as hereunder indicated in respect of the resolutions as set out in the Notice of AGM or, if no such indication is given, as my/our proxy(ies) thinks fit.

ORDINARY RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)
1.	To consider and approve the work report of the board of directors for the year 2010.		
2.	To consider and approve the work report of the supervisory committee for the year 2010.		
3.	To consider and approve the audited financial statements for the year 2010.		
4.	To consider and approve the profit distribution plan for the year 2010.		
5.	To consider and approve the appointment of Ernst & Young Hua Ming as the Company's auditor for the year 2011, and to authorise the board of directors to determine the remuneration of the auditor based on that in 2010.		
6.	To consider and approve the Company's "Twelfth Five-year" Development Strategy and Plan.		
SPECIAL RESOLUTIONS			
7.	To consider and approve the resolution on the Company's issuance of corporate bonds item by item		
	(1) Size of issuance		
	(2) Arrangements for placement with the Company's holders of A shares		
	(3) Term of bonds		
	(4) Use of proceeds		
	(5) Venue of Listing		
	(6) Terms of guarantee		
	(7) Validity of the resolution		
	(8) Matters authorised to the board of directors in respect of the issuance		
	(9) Protective measures for paying debts		
8.	To consider and approve the amendments to the articles of association of the Company and its appendix "Rules of Procedures for General Meeting (details of which are set out in the Appendix I to the Company's circular dated 29 April 2011)", and to propose to the shareholders' general meeting to authorise the board of directors to make appropriate modifications to the wordings of the amendments to the articles of association pursuant to the requirements of the relevant authorities and to carry out other related matters.		

Date: _____ 2011 Signature (Note 6): _____

Notes:

- 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.
- Please insert the full name(s) and address(es) (as shown in the register of the members) in block capitals.
- Please insert the number of all the shares in the Company registered in your name(s) and delete if inappropriate.
- 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.
- 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.
- 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 AGM.