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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)**

## **OVERSEAS REGULATORY ANNOUNCEMENT**

### **ANNOUNCEMENT ON RESOLUTIONS OF THE BOARD OF DIRECTORS**

Maanshan Iron & Steel Company Limited (the “**Company**”) and members of the board of directors (the “**Board**”) warrant that there are no false representations, misleading statements contained in, or material omissions from, this announcement, and severally and jointly accept full responsibility for the truthfulness, accuracy and completeness of the content of this announcement.

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The ninth meeting of the eighth session of the Board of Maanshan Iron & Steel Company Limited was held by means of teleconferencing on 11 May 2015. There were seven directors eligible for attending the meeting, and seven of them attended the meeting. The following resolutions were considered and approved at the meeting:

1. To approve the resignation of Mr. Ren Tianbao, the director, deputy general manager and company secretary of the Company, as the deputy general manager and company secretary.
2. To approve the resignation of Mr. Yan Hua, deputy general manager of the Company, as deputy general manager.

The above changes to the senior management were being made due to Magang (Group) Holding Company Limited, the controlling shareholder of the Company, resolved today to appoint Mr. Yan Hua and Mr. Ren Tianbao as its deputy general managers, and as such, both Mr. Ren Tianbao and Mr. Yan Hua have tendered their resignations to the Board of the Company to resign as the senior management.

The voting results of the above resolutions were as follows: 7 voted in favour, 0 voted against and 0 abstained from voting.

It was also notified by Magang (Group) Holding Company Limited that Mr. Lu Kecong, deputy general manager of the Company, was appointed as its director pursuant to the document issued by the State-owned Assets Supervision and Administration Commission of the People's Government of Anhui Province (Wan Guo Zi Qi Gan [2015] No. 42).

*The Board*  
**Maanshan Iron & Steel Company Limited**

11 May 2015  
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*

*Non-executive Directors: Su Shihuai, Ren Tianbao*

*Independent Non-executive Directors: Qin Tongzhou, Yang Yada, Liu Fangduan*