

山东钢铁股份有限公司

2011 年度股东大会议程安排

2012 年 4 月 9 日上午 9:00

序号	会 议 内 容	报告人	主持人
1	宣布会议开始	蔡漳平	蔡 漳 平
2	宣读大会参会须知	金立山	
3	推出监票人、计票人	蔡漳平	
4	审议 2011 年度董事会工作报告	蔡漳平	
5	审议 2011 年度监事会工作报告	刘秀元	
6	审议 2011 年度报告和摘要	金立山	
7	审议公司 2011 年度财务决算及 2012 年度财务预算报告	曹孟博	
8	审议关于公司 2011 年度利润分配的议案	曹孟博	
9	审议关于公司 2011 年度资本公积金转增股本的议案	曹孟博	
10	审议关于公司 2012 年日常经营关联交易计划的议案	曹孟博	
11	审议关于与山东钢铁集团财务有限公司签署金融服务协议的议案	曹孟博	
12	审议关于支付独立董事 2011 年度津贴的议案	金立山	
13	审议关于公司符合发行公司债券条件的议案	金立山	
14	审议关于公开发行公司债券的议案	金立山	
15	审议关于提请股东大会授权董事会全权办理本次发行公司债券相关事项的议案	金立山	
16	审议关于公司董事会换届选举的议案	蔡漳平	
17	审议关于公司监事会换届选举的议案	蔡漳平	
18	审议关于吸收合并全资子公司的议案	蔡漳平	
19	股东对上述总结报告及议案进行审议	蔡漳平	
20	公司董事会及监事会回答股东提问	蔡漳平	
21	股东（包括股东代理人）对上述议案进行表决	蔡漳平	
22	总监票人宣布表决结果	监票人	
23	主持人宣布议案通过情况	蔡漳平	
24	由公司聘请的律师发表见证意见	律师	
25	主持人宣布会议结束	蔡漳平	

地点：济钢办公楼扩大会议室

议案五

关于公司 2011 年度利润分配的议案

（报告人：曹孟博先生）

经信永中和会计师事务所有限公司审计，2011 年公司实现归属母公司的净利润 5288.44 万元，按新会计准则要求，提取 10% 盈余公积金 461.8658 万元，当年可供股东分配的利润 4820.5799 万元，加上本年度末的未分配利润 165196.3757 万元，实际可供股东分配利润 170016.9515 万元。

2011 年度，公司全年虽实现微利，但资产负债率仍然较高，同时基于日常生产经营资金需求的实际情况，以及重大资产重组实施情况，公司董事会研究决定，本年度不再进行利润分配。

请股东和股东代表审议。

山东钢铁股份有限公司

二〇一二年四月九日

Shandong Iron and Steel Company Limited
2011 Annual General Meeting of Shareholders Agenda

April 9, 2012 9:00AM

No.	Meeting content	Speaker	Host
1	Declare the open of the meeting	Cai Zhangping	Cai Zhangping
2	Read the participation guidelines.	Jin Lishan	
3	Elect the scrutineer and ballot counter.	Cai Zhangping	
4	Review 2011 annual work report of the board of directors.	Cai Zhangping	
5	Review 2011 annual work report of the board of supervisors.	Liu Xiuyuan	
6	Review 2011 annual report and summary.	Jin Lishan	
7	Review 2011 annual financial statements and 2012 annual Financial budget report.	Cao Mengbo	
8	Review the proposal on 2011 annual profit distribution.	Cao Mengbo	
9	Review the proposal on 2011 annual increasing the capital stock with capital reserve.	Cao Mengbo	
10	Review the proposal on 2012 annual daily operations associated business plan.	Cao Mengbo	
11	Review the proposal on signing the financial services agreement with Shandong Iron and Steel Group Financial Co., Ltd.	Cao Mengbo	
12	Review the proposal on payment of 2011 annual allowance to independent directors.	Jin Lishan	
13	Review the proposal on company meets the requirements for the issuance of company bonds.	Jin Lishan	
14	Review the proposal on company bonds go public.	Jin Lishan	
15	Review the proposal on the board of directors authorized by the shareholders meeting to deal with matters related to the issuance of company bonds.	Jin Lishan	
16	Review the proposal on election of the board of directors.	Cai Zhangping	
17	Review the proposal on election of the board of supervisors.	Cai Zhangping	
18	Review the proposal on the merger and absorption of wholly owned subsidiary.	Cai Zhangping	
19	Summarize and Review the reports and proposals by shareholder.	Cai Zhangping	
20	Answer the shareholders' questions by the board of directors and the board of supervisors.	Cai Zhangping	
21	Shareholders (including agents) vote on the proposals above.	Cai Zhangping	

22	Announce the voting results by the general scrutineer.	scrutineer	
23	Announce the adopted situation of the proposals by the host.	Cai Zhangping	
24	Issue the witness opinion by the lawyer hired by company.	lawyer	
25	Declare the meeting closed by the host.	Cai Zhangping	

Proposal 5

The plan of the Company's 2011 Annual Profit Distribution (speaker: Mr. Cao Mengbo)

After the audit by Xinyong Zhonghe Certified Public Accountants Ltd., the net profit owned by the parent company was 52.8844 million yuan in 2011. According to the new accounting principal, the company extracted 10% surplus accumulation fund of 4.618658 million yuan, the distribution of profit amount is 48.205799 million yuan in this year, plus the undistributed profit of 1.651963757 billion yuan at the end of this year, the actual profit distribution available is 1.700169515 billion yuan.

In 2011, although the company only achieved low profit throughout the year, the asset-liability ratio was still high. At the same time, based on the actual situation of daily production and business operation needs, as well as the implementation of the material assets reorganization, the board of directors of the company decided that the profit would not be distributed this year.

Shareholders and shareholder representatives, please review the above plan.

Shandong Iron and Steel Company Limited
April 9, 2012