

---

**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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Chongqing Iron & Steel Company Limited, you should at once hand this circular and the accompanying proxy forms and reply slips to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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



**Chongqing Iron & Steel Company Limited**  
**重慶鋼鐵股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
(在中華人民共和國註冊成立的股份有限公司)

(Stock Code: 1053)

**(1) CHANGES OF UNDERTAKINGS BY INDIRECT CONTROLLING  
SHAREHOLDER AND DE FACTO CONTROLLER**  
**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND**  
**(3) NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING**

---

A letter from the Board is set out from pages 1 to 7 of this circular.

A notice convening the EGM to be held at 2:30 p.m. on Tuesday, 18 December 2018 at Chongqing Iron & Steel Conference Center, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the PRC, is set out on pages 11 to 12 of this circular. A form of proxy for use at the EGM is enclosed with this circular. If you intend to attend the EGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon as soon as possible and in any event by no later than 4:00 p.m. on 28 November 2018.

Shareholders are advised to read the notice. Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed 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 by holders of domestic shares) at Management Building, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the PRC (Postal Code: 401258) or at the Company's H share registrar and transfer office, Hong Kong Registrars Limited at 17M 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 shall not preclude you from attending and voting in person at the EGM, or any adjournment thereof, if you so wish.

20 November 2018

---

## CONTENT

---

	<i>Page</i>
<b>DEFINITIONS . . . . .</b>	<b>ii</b>
<b>LETTER FROM THE BOARD . . . . .</b>	<b>1</b>
<b>APPENDIX I –PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION . . . . .</b>	<b>8</b>
<b>NOTICE OF EGM . . . . .</b>	<b>11</b>

---

## DEFINITIONS

---

*In this circular, the following expressions have the following meanings, unless the context requires otherwise:*

“A Share(s)”	the domestic share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company” or “Chongqing Iron & Steel”	Chongqing Iron & Steel Company Limited, a company incorporated in the PRC with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the 2018 second extraordinary general meeting of the Company to be held at 2:30 p.m. (or any adjournment thereof) on Tuesday, 18 December 2018 at Chongqing Iron & Steel Conference Center, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the PRC to consider if think fit, to approve the resolutions, among others, relating to changes of undertakings by indirect controlling shareholder and de facto controller and the proposed amendments to the Articles of Association
“H Share(s)”	the foreign invested share(s) in the share capital of the Company, with a nominal value of RMB1.00 per share, which are listed on the Stock Exchange, and subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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

---



# Chongqing Iron & Steel Company Limited 重慶鋼鐵股份有限公司

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
(在中華人民共和國註冊成立的股份有限公司)

(Stock Code: 1053)

*Executive Directors:*

Mr. Li Yongxiang  
Mr. Tu De Ling  
Mr. Zhang Shuogong

*Non-executive Directors:*

Mr. Zhou Zhuping  
Mr. Zheng Jie

*Registered office:*

Management Building  
No. 1 of Gangcheng Avenue  
Economic & Technological Development Zone  
Changshou District  
Chongqing  
the PRC  
(Postal Code: 401258)

*Independent Non-executive Directors:*

Mr. Xu Yixiang  
Mr. Xin Qingquan  
Mr. Wong Chunwa  
Mr. Zheng Yuchun

20 November 2018

*To the Shareholders*

Dear Sir or Madam,

**(1) CHANGES OF UNDERTAKINGS BY INDIRECT CONTROLLING  
SHAREHOLDER AND DE FACTO CONTROLLER  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
(3) NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

References are made to the announcement of the Company dated 30 October 2018 in relation to changes of undertakings by indirect controlling shareholder and de facto controller and the announcement of the Company dated 30 October 2018 in relation to the proposed amendments to the Articles of Association.

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with the information in relation to the resolutions to be proposed at the EGM and to give you notice of the EGM. Resolutions to be proposed at the EGM relate to changes of undertakings by indirect controlling shareholder and de facto controller and the proposed amendments to the Articles of Association.

### II. CHANGES OF UNDERTAKINGS BY INDIRECT CONTROLLING SHAREHOLDER AND DE FACTO CONTROLLER

References are made to the announcement of the administrator of Chongqing Iron & Steel Company Limited in relation to the court ruling on approval of the reorganisation plan dated 21 November 2017, the clarification announcement of the administrator of Chongqing Iron & Steel Company Limited on Announcement in Relation to the Court Ruling on Approval of the Reorganisation Plan dated 22 November 2017 and the announcement on release of share pledge and judicial transfer of Shareholder's equity interests and completion of transfer thereof dated 29 December 2017 of the Company.

Pursuant to the requirements under the Regulatory Guideline No. 4 for Listed Companies – Undertaking and Fulfillment by De Facto Controllers, Shareholders, Related Parties and Buyers of Listed Companies as well as Listed Companies (China Securities Regulatory Commission Announcement [2013] No. 55, hereinafter referred to as the “**Regulatory Guideline No. 4 for Listed Companies**”) issued by China Securities Regulatory Commission, Siyuanhe (Shanghai) Steel Industry Equity Investment Fund Center (LP) (“**Siyuanhe Fund**”), the indirect controlling shareholder of the Company, and Siyuanhe Equity Investment Management Co., Ltd. (“**Siyuanhe Investment**”), the de facto controller, submitted the Application for Changes of Undertakings and applied for changing particular undertakings made by them.

#### I. DETAILS ABOUT CHANGES OF UNDERTAKINGS ARE AS FOLLOWS:

##### *(I) Original undertakings and their performance*

On 3 July 2017, the First Intermediate People's Court of Chongqing (the “**FIPCC**”) accepted of the application by a creditor for the reorganisation of the Company. On 1 November 2017, Chongqing Changshou Iron & Steel Company Limited (重慶長壽鋼鐵有限公司) (“**Changshou Iron & Steel**”), which is jointly invested and established by Siyuanhe Fund and Chongqing Strategic Emerging Industry Equity Investment Fund Partnership (Limited Partnership) (重慶戰略性新興產業股權投資基金合夥企業(有限合夥)), as the restructuring party, and the administrator entered into the Framework Agreement for the Investments in Chongqing Iron & Steel Company Limited by the Administrator of Chongqing Iron & Steel Company Limited and Chongqing Changshou Iron & Steel Company Limited (《重慶鋼鐵股份有限公司管理人與重慶長壽鋼鐵有限公司關於對重慶鋼鐵股份有限公司投資

---

## LETTER FROM THE BOARD

---

之框架協議》) (the “**Framework Agreement**”) to participate in the reorganisation of the Company as an investor. On 20 November 2017, the FIPCC ruled on the approval of the Reorganisation Plan of Chongqing Iron & Steel Company Limited (the “**Reorganisation Plan**”). Upon completion of the reorganisation of the Company, Changshou Iron & Steel held 2,096,981,600 A Shares in the Company, representing 23.51% of the total share capital of the Company, and thus became the controlling shareholder of the Company. Siyuanhe Fund holds 75% equity interests of Changshou Iron & Steel and is the indirect controlling shareholder of the Company. Siyuanhe Investment is a general partner of Siyuanhe Fund and is the de facto controller of the Company.

According to the Framework Agreement and the Reorganisation Plan, Siyuanhe Fund and Siyuanhe Investment made the following undertakings:

Siyuanhe Fund undertook that: “In five years after the date of completion of the implementation of the bankruptcy reorganisation plan of Chongqing Iron & Steel, the controlling interests held by the company in Changshou Iron & Steel will not be lost by transfer, capital increase or other means, except when the company transfers such controlling interests to China Baowu Steel Group Corporation Limited or its controlling subsidiaries.”

Siyuanhe Investment undertook that: “In five years after the date of completion of the implementation of the bankruptcy reorganisation plan of Chongqing Iron & Steel, the company will procure Siyuanhe Fund not to lose the controlling interests in Changshou Iron & Steel by transfer, capital increase or other means, except when Siyuanhe Fund transfers such controlling interests to China Baowu Steel Group Corporation Limited or its controlling subsidiaries.”

So far, Siyuanhe Fund and Siyuanhe Investment have strictly performed the above undertakings. Siyuanhe Fund holds 75% equity interests of Changshou Iron & Steel and is the controlling shareholder of Changshou Iron & Steel.

### ***(II) Changes of undertakings***

On 27 April 2018, the People’s Bank of China, China Banking and Insurance Regulatory Commission, China Securities Regulatory Commission and the State Administration of Foreign Exchange jointly issued the Guideline on Regulating Asset Management Business of Financial Institutions (《關於規範金融機構資產管理業務的指導意見》) (Yin Fa [2018] No. 106) (the “**New Regulation on Asset Management**”). According to Clause 22 of the New Regulation on Asset Management, asset management products may reinvest in other asset management products provided that

---

## LETTER FROM THE BOARD

---

the asset management products invested shall not reinvest in other asset management products other than public securities investment funds. Currently, Siyuanhe Fund no longer meets the foregoing requirement of the newly issued New Regulation on Asset Management. Pursuant to the New Regulation on Asset Management, disqualified products shall be rectified within a prescribed period. As a result, Siyuanhe Fund is required to complete relevant rectification as soon as possible based on the requirements of the New Regulation on Asset Management. To ensure the completion of rectification by Siyuanhe Fund in compliance with laws and avoid possible adverse effects on Changshou Iron & Steel or the Company arising therefrom, Siyuanhe Fund proposes to transfer all of its equity interests in Changshou Iron & Steel to other entities controlled by Siyuanhe Investment as soon as possible. The shareholding and governance structure with Changshou Iron & Steel as the controlling shareholder of Chongqing Iron & Steel and Siyuanhe Investment as the de facto controller of Chongqing Iron & Steel will remain unchanged.

In light of the above actual conditions and based on the provisions of the Regulatory Guideline No. 4 for Listed Companies, Siyuanhe Fund and Siyuanhe Investment propose to make the following changes to their foregoing undertakings and submit them to the general meeting for approval subject to the approval by the Board of Chongqing Iron & Steel.

Siyuanhe Fund's undertakings will be adjusted as follows: "In five years after the date of completion of the implementation of the bankruptcy reorganisation plan of Chongqing Iron & Steel, the controlling interests held by the company in Changshou Iron & Steel will not be lost by transfer, capital increase or other means, except the following circumstances: (I) when the company transfers such controlling interests to China Baowu Steel Group Corporation Limited or its controlling subsidiaries; and (II) when the company transfers equity interests in Changshou Iron & Steel to other entities controlled by Siyuanhe Equity Investment Management Co., Ltd. on the premise that the Siyuanhe Equity Investment Management Co., Ltd.'s controlling interests in Changshou Iron & Steel are maintained." In order to guarantee Siyuanhe Investment's controlling interests in Changshou Iron & Steel and on the basis of the adjustments to the contents of the foregoing undertakings, Siyuanhe Fund additionally undertakes that: "On the premise that Siyuanhe Equity Investment Management Co., Ltd.'s controlling interests in Changshou Iron & Steel are maintained, when the company transfers equity interests in Changshou Iron & Steel to other entities controlled by Siyuanhe Equity Investment Management Co., Ltd., the company undertakes that the transferees will make undertakings with the same contents as this letter of undertaking".

---

## LETTER FROM THE BOARD

---

Siyuanhe Investment undertakes that: “In five years after the date of completion of the implementation of the bankruptcy reorganisation plan of Chongqing Iron & Steel, the company will procure Siyuanhe Fund not to lose the controlling interests in Changshou Iron & Steel by transfer, capital increase or other means, except the following circumstances: (I) when Siyuanhe Fund transfers such controlling interests to China Baowu Steel Group Corporation Limited or its controlling subsidiaries; and (II) when Siyuanhe Fund transfers equity interests in Changshou Iron & Steel to other entities controlled by the company on the premise that the company’s controlling interests in Changshou Iron & Steel are maintained.” In order to guarantee Siyuanhe Investment’s controlling interests in Changshou Iron & Steel and on the basis of the adjustments to the contents of the foregoing undertakings, Siyuanhe Investment additionally undertakes that: “On the premise that the company’s controlling interests in Changshou Iron & Steel are maintained, when Siyuanhe Fund transfers the interests in Changshou Iron & Steel to other entities controlled by the company, the company undertakes that the transferees will make undertakings with the same contents as the undertakings made by Siyuanhe Fund on maintaining the controlling interests in Changshou Iron & Steel and will procure the transferees to perform the undertakings made thereon”.

### **II. PROCEDURES TO BE PERFORMED FOR THE CHANGES OF UNDERTAKINGS:**

Pursuant to the Regulatory Guideline No. 4 for Listed Companies and relevant laws and regulations, the changes of undertakings by the indirect controlling shareholder and the de facto controller of Chongqing Iron & Steel have been submitted for consideration and approved at the fourth meeting of the eighth session of the Board and the third meeting of the eighth session of the supervisory committee of the Company. Related Directors and related supervisors of the Company have abstained from voting on the resolution and independent Directors of the Company have expressed their opinions in compliance with laws. The resolution will be submitted to the second extraordinary general meeting of the Company in 2018 for consideration and approval. Relevant parties and related parties shall abstain from voting on the resolution.



---

## LETTER FROM THE BOARD

---

### III. INDEPENDENT OPINIONS:

1. Independent opinions expressed by independent Directors: After inspection, the plan on the changes of undertakings by the indirect controlling shareholder and the de facto controller met the requirements of the Company Law, the Regulatory Guideline No. 4 for Listed Companies and other relevant laws and regulations and the changes of undertakings cause no damage to the interest of the Company and other investors.

Related Directors have abstained from voting on the resolution. The consideration and voting procedures of the Board met the requirements under relevant laws and regulations. Independent Directors approved the changes of undertakings by the indirect controlling shareholder and the de facto controller of the Company.

2. After review, the supervisory committee believed that: the changes of undertakings proposed by the indirect controlling shareholder and the de facto controller of the Company met the requirements of the Securities Law, the Company Law, the Regulatory Guideline No. 4 for Listed Companies — Undertaking and Fulfillment by De Facto Controllers, Shareholders, Related Parties and Buyers of Listed Companies as well as Listed Companies and other relevant laws and regulations and the changes of undertakings cause no damage to the interest of the Company and other non-related shareholders.

### III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company refers to its announcement dated 30 October 2018.

In accordance with the Company Law of the People's Republic of China (revised in 2018), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (2018) and other relevant requirements, and in consideration of the actual situation, the Board approved, among other things, a proposal on amendments to the Articles of Association at the Board's meeting held on 29 October 2018. The amendments are made for the purpose of (i) improving the situations on the permission to share repurchase, (ii) appropriately simplifying the decision-making procedures of share repurchase, increasing the maximum shares held by the Company and extending the term of shares repurchased held by the Company, (iii) optimizing the regulatory requirements for the share repurchase of the Company and emphasizing information disclosure obligations assumed by the Company in respect of share repurchase, and (iv) restricting the way of share repurchase. The proposed amendments to the Articles of Association are subject to the consideration and approval of the Shareholders by way of a special resolution at the EGM.

Details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular.

---

## LETTER FROM THE BOARD

---

### IV. EGM

A notice of the EGM to be held at 2:30 p.m. on Tuesday, 18 December 2018 at the Chongqing Iron & Steel Conference Centre, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the PRC, at which relevant resolutions will be proposed to approve, among other things, changes of undertakings by indirect controlling shareholder and de facto controller and the proposed amendments to the Articles of Association, is set out on pages 11 to 12 of this circular.

The proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying 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 Rooms 1712–1716, 17/F, 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 EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so desire.

### V. RECOMMENDATION

The Directors consider that the proposed changes of undertakings by indirect controlling shareholder and de facto controller and the proposed amendments to the Articles of Association mentioned above are in the best interests of the Company and its Shareholders as a whole, and recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the EGM.

### VI. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

By Order of the Board  
**Chongqing Iron & Steel Company Limited**  
**Yu Hong**  
*Company Secretary*

## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original articles	Revised articles
1	<p><b>Article 31</b> In the following circumstances, the Company can repurchase its shares outstanding according to provisions of relevant laws and administrative regulations and these articles of association and with approval of competent authority:</p> <p>(I) to retire shares for the purpose of reducing its registered capital;</p> <p>(II) to merge with other companies which hold its shares;</p> <p>(III) to give its shares to its employees as award;</p> <p>(IV) to repurchase the shares of a shareholder who disagrees with the merger or division decision of the general meeting;</p> <p>(V) other circumstances permitted by laws, administrative regulations or the listing rules of the stock exchange at which the Company's shares are listed for trading.</p> <p>Apart from the foregoing circumstances, the Company does not conduct any activities of buying or selling its own shares.</p>	<p><b>Article 31</b> In the following circumstances, the Company can purchase its shares according to provisions of relevant laws, administrative regulations, departmental rules and these articles of association:</p> <p>(I) to reduce its registered capital;</p> <p>(II) to merge with other companies which hold its shares;</p> <p>(III) to utilise its shares in the employee share ownership plan or for share incentive;</p> <p>(IV) to repurchase the shares of a shareholder who disagrees with the merger or division decision of the general meeting;</p> <p>(V) to utilise the shares for conversion of corporate bonds which are convertible into shares issued by the Company;</p> <p>(VI) where it is necessary for the Company to safeguard the value of the Company and the interests of its shareholders.</p> <p>Apart from the foregoing circumstances, the Company does not conduct any activities of buying or selling its own shares.</p>

## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original articles	Revised articles
2	<p><b>Article 32</b> With approval of competent authority, the Company may repurchase its shares in the following ways:</p> <p>(I) to make offer to all shareholders to repurchase its shares at the same percentage;</p> <p>(II) to repurchase by way of public trading at the stock exchange;</p> <p>(III) to repurchase by way of agreement off the stock exchange; or</p> <p>(IV) to repurchase by other ways recognized by China Securities Regulatory Commission.</p>	<p><b>Article 32</b> With approval of competent authority, the Company may repurchase its shares in the following ways:</p> <p>(I) to make offer to all shareholders to repurchase its shares at the same percentage;</p> <p>(II) to repurchase by way of public trading at the stock exchange;</p> <p>(III) to repurchase by way of agreement off the stock exchange; or</p> <p>(IV) to repurchase by other ways recognized by China Securities Regulatory Commission.</p> <p>If the Company acquires its own shares, it shall perform the information disclosure obligation in accordance with the Securities Law of People's Republic of China.</p> <p>If the Company acquires its own shares under the circumstances as described in (III), (V) and (VI) of Article 31, it shall be carried out in a public and centralized manner.</p> <p>The Company shall not accept using its own shares as the subject of a pledge.</p>

## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original articles	Revised articles
3	<p><b>Article 34</b> If the Company acquires its own shares for reasons stated in I, II or III of Article 31 of these articles of association, it shall obtain approval of the general meeting by way of resolution and comply with listing rules of the stock exchange at which the Company's shares are listed for trading. After the Company acquires its own shares according to provisions of the aforesaid article, it shall retire the shares its acquires for the reason stated in I of the foregoing article within 10 days after the acquisition, and transfer or retire the shares it acquires for the reason stated in II or IV of the same article within 6 months after the acquisition.</p> <p>The shares acquired by the Company according to III of Article 31 shall not exceed 5% of the Company's total shares outstanding. The capital used to acquire such shares shall be the Company's profit after tax. And the shares so acquired shall be transferred to the Company's employees within one year after such acquisition.</p>	<p><b>Article 34</b> If the Company acquires its own shares for reasons stated in (I) and (II) of Article 31 of these articles of association, it shall obtain approval of the general meeting by way of resolution. If the Company acquires its own A shares for reasons stated in (III), (V) and (VI) of Article 31 of these articles of association, it shall obtain approval by way of resolution at the Board meeting attended by a two- third majority of the directors; if the Company acquires its own H shares for reasons stated in (III), (V) and (VI) of Article 31 of these articles of association, it shall obtain approval of the general meeting by way of resolution.</p> <p>After the Company acquires its own shares according to provisions of Article 31, it shall retire the shares its acquires for the reason stated in (I) of the same article within 10 days after the acquisition, and transfer or retire the shares it acquires for the reason stated in (II) or (IV) of the same article within 6 months after the acquisition. In case of the circumstance as stated in (III), (V) and (VI) of the same article, the total shares of the Company held by the Company itself such shares shall not exceed 10% of its total shares in issue and such shares shall be transferred or retired within 3 years after the acquisition.</p>

---

## NOTICE OF EGM

---



# Chongqing Iron & Steel Company Limited 重慶鋼鐵股份有限公司

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
(在中華人民共和國註冊成立的股份有限公司)

(Stock Code: 1053)

## NOTICE OF 2018 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2018 second extraordinary general meeting (the “EGM”) of Chongqing Iron & Steel Company Limited (the “**Company**”) will be held at 2:30 p.m. on Tuesday, 18 December 2018 at Chongqing Iron & Steel Conference Center, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the PRC for the purpose of considering and, if thought fit, passing the following resolutions of the Company.

### RESOLUTIONS ADOPTING NON-CUMULATIVE VOTING

#### SPECIAL RESOLUTIONS

1. Resolution on changes of undertakings by indirect controlling shareholder and de facto controller of Chongqing Iron & Steel
2. Resolution on the amendments to certain articles of the Articles of Association

By order of the Board  
**Chongqing Iron & Steel Company Limited**  
**Yu Hong**  
*Secretary to the Board*

Chongqing, the PRC, 30 October 2018

*As at the date of this announcement, the Directors of the Company are: Mr. Zhou Zhuping (Non-executive Director), Mr. Zheng Jie (Non-executive Director), Mr. Li Yongxiang (Executive Director), Mr. Tu Deling (Executive Director), Mr. Zhang Shuogong (Executive Director), Mr. Xu Yixiang (Independent Non-executive Director), Mr. Xin Qingquan (Independent Non-executive Director), Mr. Wong Chunwa (Independent Non-executive Director) and Mr. Zheng Yuchun (Independent Non-executive Director).*

---

## NOTICE OF EGM

---

*Notes:*

### **I. ELIGIBILITY FOR ATTENDING THE EGM**

Shareholders whose names appear on the register of members of the Company at the close of business on 16 November 2018 are entitled to attend the EGM upon completion of the necessary registration procedures (holders of A Shares will be otherwise notified).

### **II. REGISTRATION PROCEDURES FOR ATTENDING THE EGM**

1. Shareholders intending to attend the EGM are required to deposit the written reply slip with the Company by 4:00 p.m. on 28 November 2018.
2. The register of members of the Company will be closed from 17 November 2018 to 18 December 2018 (both days inclusive), during which no transfer of shares will be effected. Holders of H Shares of the Company intending to attend the EGM are required to lodge their respective instrument of transfer and the relevant share certificates to Hong Kong Registrars Limited, the share registrar of the Company, by 4:30 p.m. on 16 November 2018.

### **III. PROXIES**

1. Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies (whether he is a shareholder or not) to attend and vote at the meeting on his behalf. Each shareholder (or his proxy) shall have one vote for each share held.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. If the proxy form is signed by a person authorised by the appointer, the power of attorney or other authorisation documents must be notarised. To be valid, the notarised power of attorney or other authorisation documents, together with the proxy form, must be lodged with Hong Kong Registrars Limited, the share registrar of the Company, no less than 24 hours before the time appointed for the holding of (or appointed for voting at) the EGM, i.e. by no later than 2:30 p.m. on 17 December 2018.
3. For the shareholders appointing more than one proxy, the voting right can only be exercised by such proxies by way of poll.

### **IV. MISCELLANEOUS**

1. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
2. Information may be dispatched by hand or registered post.
3. Address of Hong Kong Registrars Limited: Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
4. Office of the Board of Chongqing Iron & Steel Company Limited

Address: Room 328, Management Building, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the PRC

Postal Code: 401258

Tel: (86) 23 6898 3482

Fax: (86) 23 6887 3189

Contact Persons: Peng Guoju/Ji Hong