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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 2019 FIRST CLASS MEETING OF H SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the 2019 first class meeting of the H shareholders (the “**Class Meeting**”) of Chongqing Iron & Steel Company Limited (the “**Company**”) will be held at 2:00 p.m. on Tuesday, 21 May 2019 (or immediately after the conclusion of the class meeting of the A shareholders or adjournment thereof) at the 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. The proposal for the grant of general mandate to the board of directors to repurchase shares of the Company
 - 1.01 The grant of general mandate to the board of directors to repurchase A Shares of the Company
 - (a) Subject to paragraphs (b), (c) and (d) below, the exercise by the board of the directors during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to repurchase A shares of the Company in issue from the Shanghai Stock Exchange in accordance with all applicable laws, rules, regulations and/or requirements of the government or securities regulatory authorities of the People's Republic of China (the “**PRC**”), the Shanghai Stock Exchange, the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other governments or regulatory authorities be generally and unconditionally approved;

- (b) for the purpose of repurchase of A shares, the board of the directors be authorised to, including but not limited to the following:
- (i) formulate and implement the detailed repurchase plan, including but not limited to repurchase price, number of shares to be repurchased, timing of repurchase and period of repurchase;
 - (ii) notify the creditors and make announcements in accordance with the Company Law of the PRC and the articles of association of the Company;
 - (iii) open securities accounts or any other securities accounts designated for the repurchase of A shares, and handle relevant procedures for foreign exchange registration, if applicable;
 - (iv) carry out the relevant approval procedures required by regulatory authorities and the places in which the Company is listed and report to the China Securities Regulatory Commission;
 - (v) decide on the continuation or termination of the implementation of the repurchase plan based on the actual situation and share price performance of the Company;
 - (vi) decide on the specific use of shares to be repurchased within the period prescribed by relevant laws and regulations based on the actual situation of the Company, including but not limited to implementation of equity incentives and formulation of specific plans for application of the shares to be repurchased for equity incentives; and to adjust or change the use of the shares to be repurchased within the scope permitted by relevant laws and regulations;
 - (vii) handle matters relevant to cancellation or transfer of repurchased shares, reduce registered capital (if applicable), and make corresponding amendments to the articles of association of the Company relating to total share capital and shareholding structure based on actual repurchase situation, and handle relevant necessary domestic and overseas registration and filing procedures (if applicable);

- (viii) make amendments to the repurchase plan and continue to handle matters relevant to repurchase of shares in accordance with the relevant laws and regulations and requirements of regulatory authorities as well as the market conditions and the actual situation of the Company where there are new policy requirements on share repurchase under the laws and regulations or by securities regulatory authorities, or where there are changes in the market conditions, except for those subject to re-voting at the general meeting pursuant to the requirements of relevant laws and regulations, the regulatory authorities or the articles of association of the Company; and
- (ix) execute and handle all other documents relating to share repurchase and deal with necessary matters relating to share repurchase;
- (c) pursuant to the approval in paragraph (a) above, the aggregate number of A shares approved to be repurchased during the Relevant Period shall not exceed 10% of the total number of A shares of the Company in issue and outstanding as at the date on which this resolution was approved;
- (d) the approval in paragraph (a) shall be conditional upon:
 - (i) the passing of a special resolution with same terms as those of the resolution set out in this paragraph (except for this sub-paragraph (d)(i)) at the annual general meeting to be held on 21 May 2019 (or on such adjourned date as may be applicable) and the class meetings of A shareholders and H shareholders held on the same date (or on such adjourned date as may be applicable); and
 - (ii) the obtaining of the approvals from relevant regulatory authorities as required by laws, rules and regulations of the PRC, if applicable;
- (e) for the purpose of this special resolution, “Relevant Period” means the period from the date of passing of this special resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution;

- (ii) the expiration of a period of twelve months following the passing of this special resolution; or the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the laws, rules and regulations of the PRC to be held; and
- (iii) the date on which the mandate set out in this special resolution is revoked or varied by a special resolution of the members of the Company at any general meeting or by a special resolution of A shareholders or H shareholders of the Company at its respective class meeting.

1.02 The grant of general mandate to the board of directors to repurchase H Shares of the Company

- (a) Subject to paragraphs (b), (c) and (d) below, the exercise by the board of the directors during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to repurchase H shares of the Company in issue from the Stock Exchange in accordance with all applicable laws, rules, regulations and/or requirements of the government or securities regulatory authorities of the PRC, the Stock Exchange or any other governments or regulatory authorities be generally and unconditionally approved;
- (b) for the purpose of repurchase of H shares, the board of the directors be authorised to, including but not limited to the following:
 - (i) formulate and implement the detailed repurchase plan, including but not limited to repurchase price, number of shares to be repurchased, timing of repurchase and period of repurchase;
 - (ii) notify the creditors and make announcements in accordance with the Company Law of the PRC and the articles of association of the Company;
 - (iii) open securities accounts or any other securities accounts designated for the repurchase of H shares, and handle relevant procedures for foreign exchange registration, if applicable;
 - (iv) carry out the relevant approval procedures required by regulatory authorities and the places in which the Company are listed and report to the China Securities Regulatory Commission;
 - (v) decide on the continuation or termination of the implementation of the repurchase plan based on the actual situation and share price performance of the Company;

- (vi) decide on the specific use of shares to be repurchased within the period prescribed by relevant laws and regulations based on the actual situation of the Company, including but not limited to implementation of equity incentives and formulation of specific plans for application of the shares to be repurchased for equity incentives; and to adjust or change the use of the shares to be repurchased within the scope permitted by relevant laws and regulations;
 - (vii) handle matters relevant to cancellation or transfer of repurchased shares, reduce registered capital (if applicable), and make corresponding amendments to the articles of association of the Company relating to total share capital and shareholding structure based on actual repurchase situation, and handle relevant necessary domestic and overseas registration and filing procedures (if applicable);
 - (viii) make amendments to the repurchase plan and continue to handle matters relevant to repurchase of shares in accordance with the relevant laws and regulations and requirements of regulatory authorities as well as the market conditions and the actual situation of the Company where there are new policy requirements on share repurchase under the laws and regulations or by securities regulatory authorities, or where there are changes in the market conditions, except for those subject to re-voting at the general meeting pursuant to the requirements of relevant laws and regulations, the regulatory authorities or the articles of association of the Company; and
 - (ix) execute and handle all other documents relating to share repurchase and deal with necessary matters relating to share repurchase;
- (c) pursuant to the approval in paragraph (a) above, the aggregate number of H shares approved to be repurchased during the Relevant Period shall not exceed 10% of the total number of H shares of the Company in issue and outstanding as at the date on which this resolution was approved;

- (d) the approval in paragraph (a) shall be conditional upon:
- (i) the passing of a special resolution with same terms as those of the resolution set out in this paragraph (except for this sub-paragraph (d)(i)) at the annual general meeting to be held on 21 May 2019 (or on such adjourned date as may be applicable) and the class meetings of A shareholders and H shareholders held on the same date (or on such adjourned date as may be applicable); and
 - (ii) the obtaining of the approvals from relevant regulatory authorities as required by laws, rules and regulations of the PRC, if applicable;
- (e) for the purpose of this special resolution, “Relevant Period” means the period from the date of passing of this special resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (ii) the expiration of a period of twelve months following the passing of this special resolution; or the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the laws, rules and regulations of the PRC to be held; and
 - (iii) the date on which the mandate set out in this special resolution is revoked or varied by a special resolution of the members of the Company at any general meeting or by a special resolution of A shareholders or H shareholders of the Company at its respective class meeting.

By order of the Board
Chongqing Iron & Steel Company Limited
Meng Xiangyun
Secretary to the Board

Chongqing, the PRC, 4 April 2019

As at the date of this announcement, the Directors of the Company are: Mr. Zhou Zhuping (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) and Mr. Wong Chunwa (Independent Non-executive Director).

Notes:

I. ELIGIBILITY FOR ATTENDING THE CLASS MEETING

H shareholders whose names appear on the register of members of the Company at the close of business on 18 April 2019 are entitled to attend the Class Meeting upon completion of the necessary registration procedures.

II. REGISTRATION PROCEDURES FOR ATTENDING THE CLASS MEETING

1. Shareholders intending to attend the Class Meeting are required to deposit the written reply slip with the Company by 4:00 p.m. on 30 April 2019.
2. The register of members of the Company will be closed from 19 April 2019 to 21 May 2019 (both days inclusive), during which no transfer of shares will be effected. Holders of H Shares of the Company intending to attend the Class Meeting are required to lodge their respective instrument of transfer and the relevant share certificates to Hong Kong Registrars Limited, the Registrars of the Company, by 4:30 p.m. on 18 April 2019.

III. PROXIES

1. Any shareholder entitled to attend and vote at the Class Meeting 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 authorized by the appointer, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents together with the proxy form must be lodged with Hong Kong Registrars Limited, the Registrars of the Company, no less than 24 hours before the time appointed for the holding of the Class Meeting (or appointed for voting) i.e. by no later than 2:00 p.m. on 20 May 2019.
3. For the shareholders appointing more than one proxy, the voting right can only be exercised by way of poll.

IV. MISCELLANEOUS

1. Shareholders attending the Class Meeting 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: Room 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
4. Office of Secretary to 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

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