



# 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)

### FORM OF PROXY FOR 2018 ANNUAL GENERAL MEETING

I/We \_\_\_\_\_ (Note 1) of \_\_\_\_\_

being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of RMB1.00 each (the “Shares”) in the capital of Chongqing Iron & Steel Company Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING (Note 3), or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the 2018 annual general meeting of the Company to be held at 2:00 p.m. on Tuesday, 21 May 2019 at the Chongqing Iron & Steel Conference Center, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the People's Republic of China (or any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/Our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

No.	Matters for consideration			
Resolution adopting non-cumulative voting				
ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
1	The final financial accounts report for the year 2018			
2	The 2018 annual report (full text and summary)			
3	The profit distribution plan for the year 2018			
4	The report of the board of directors for the year 2018			
5	The report of the supervisory committee for the year 2018			
6	The proposal for the re-appointment of Ernst & Young Hua Ming LLP as the financial and internal control auditor of the Company for the year 2019			
7	The proposal for the proposed budget for the year 2019			

No.	Matters for consideration			
	Resolution adopting non-cumulative voting			
SPECIAL RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
8	The proposal for the grant of general mandate to the board of directors to issue debt financing instruments			
9	The proposal for the grant of general mandate to the board of directors to repurchase shares of the Company			
	<p>9.01 The grant of general mandate to the board of directors to repurchase A Shares of the Company</p> <p>(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 "<b>PRC</b>"), the Shanghai Stock Exchange, the Stock Exchange of Hong Kong Limited (the "<b>Stock Exchange</b>") or any other governments or regulatory authorities be generally and unconditionally approved;</p> <p>(b) for the purpose of repurchase of A shares, the board of the directors be authorised to, including but not limited to the following:</p> <p>(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, etc.;</p> <p>(ii) notify the creditors and make announcements in accordance with the Company Law of the PRC and the articles of association of the Company;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p>			

No.	Matters for consideration			
	Resolution adopting non-cumulative voting			
SPECIAL RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
	<p>(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;</p> <p>(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);</p> <p>(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</p> <p>(ix) execute and handle all other documents relating to share repurchase and deal with necessary matters relating to share repurchase;</p> <p>(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;</p>			

No.	Matters for consideration			
Resolution adopting non-cumulative voting				
SPECIAL RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
	<p>(d) the approval in paragraph (a) shall be conditional upon:</p> <p>(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</p> <p>(ii) the obtaining of the approvals from relevant regulatory authorities as required by laws, rules and regulations of the PRC, if applicable;</p> <p>(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:</p> <p>(i) the conclusion of the next annual general meeting following the passing of this special resolution;</p> <p>(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</p> <p>(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.</p>			
9.02	<p>The grant of general mandate to the board of directors to repurchase H Shares of the Company</p> <p>(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;</p>			

No.	Matters for consideration			
Resolution adopting non-cumulative voting				
SPECIAL RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
	<p>(b) for the purpose of repurchase of H shares, the board of the directors be authorised to, including but not limited to the following:</p> <p>(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;</p> <p>(ii) notify the creditors and make announcements in accordance with the Company Law of the PRC and the articles of association of the Company;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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);</p>			

No.	Matters for consideration			
	Resolution adopting non-cumulative voting			
SPECIAL RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
	<p>(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</p> <p>(ix) execute and handle all other documents relating to share repurchase and deal with necessary matters relating to share repurchase;</p> <p>(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;</p> <p>(d) the approval in paragraph (a) shall be conditional upon:</p> <p>(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</p> <p>(ii) the obtaining of the approvals from relevant regulatory authorities as required by laws, rules and regulations of the PRC, if applicable;</p>			

No.	Matters for consideration			
Resolution adopting non-cumulative voting				
SPECIAL RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
	<p>(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:</p> <p>(i) the conclusion of the next annual general meeting following the passing of this special resolution;</p> <p>(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</p> <p>(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.</p>			
No.	Matters for consideration			
Resolution adopting cumulative voting		Number of votes cast		
ORDINARY RESOLUTIONS				
10	The proposal for the election of directors for the eighth session of the board of directors of the Company			
	10.01 To elect Mr. Song De An as a director of the eighth session of the board of directors of the Company			
	10.02 To elect Mr. Wang Li as a director of the eighth session of the board of directors of the Company			
11	The proposal for the election of supervisors for the eighth session of the supervisory committee of the Company			
	11.01 To elect Mr. Zhang Wenxue as a supervisor of the eighth session of the supervisory committee of the Company			

Signature(s) <sup>(Note 6)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number and class of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out **“THE CHAIRMAN OF THE MEETING”** and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT:** If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If you wish to abstain from voting, tick in the box marked “Abstain” and those votes will be counted in the calculation of the required majority of that resolution. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. For resolutions to which the cumulative voting system applies, a shareholder has the same number of votes for each share held as the number of directors or supervisors standing for election, and may cast all his votes for a single candidate. For example, if the number of director (s) to be elected is 1, the number of votes of a shareholder holding 10,000 shares of the Company is 10,000 (10,000 x 1). A shareholder can, at his own discretion, cast all his votes for one candidate or split his votes among candidates by making a mark in the respective box.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised.
7. Any shareholder entitled to attend and vote at the general meeting of the Company has the right to appoint one or more proxies (whether he is a shareholder or not) to attend and vote at the meeting on his behalf.
8. To be valid, the instrument appointing a proxy or, if such instrument is signed by a person under a power of attorney or other authorisation documents on behalf of the appointer, a notarised power of attorney or authorisation documents must be deposited at the Company’s H share registrars, Hong Kong Registrars Limited (in the case of proxy form of holders of H shares) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for holding the general meeting of the Company (or appointed for voting).
9. For those shareholders who have appointed more than one proxy, such proxies can only exercise their voting rights by way of poll.
10. A member present in person or by proxy shall have one vote for every share of which he is the holder. On a poll, a member (including his proxy) entitled to two or more votes need not use all his votes or cast all the votes he uses “for” or “against” the resolution (if applicable).
11. Abstained votes will be calculated into the required majority.
12. This form of proxy shall not preclude the appointer to attend the Meeting in person and to vote thereat. In such event, the appointment of the original proxy(ies) shall be void.