

---

**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) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(2) PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISORS**  
**AND**  
**(3) NOTICE OF 2018 FIRST EXTRAORDINARY GENERAL MEETING**

---

A letter from the Board is set out from pages 1 to 4 of this circular.

A notice convening the EGM to be held at 2:30 p.m. on Monday, 29 January 2018 at No.2 Conference Room, 3/F., the Management Building, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the PRC, is set out on pages 12 to 14 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 9 January 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.

8 January 2018

---

## CONTENT

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	ii
<b>LETTER FROM THE BOARD</b> .....	1
<b>APPENDIX I — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b> .....	5
<b>APPENDIX II — THE CANDIDATES OF DIRECTORS AND SUPERVISORS AND THEIR INFORMATION</b> .....	7
<b>NOTICE OF EGM</b> .....	12

---

## DEFINITIONS

---

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

“Articles of Association”	means the articles of association of the Company
“Board”	means the board of Directors
“Company”	means Chongqing Iron & Steel Company Limited, a company incorporated in PRC with limited liability and the shares of which are listed on Stock Exchange
“Director(s)”	means the director(s) of the Company
“EGM”	means the 2018 first extraordinary general meeting of the Company to be held at 2:30 p.m. (or any adjournment thereof) on 29 January 2018, Monday at No. 2 Conference Room, 3/F., the Management Building, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the PRC to consider if think fit, to approve the resolution, among others, relating to the proposed amendments to the Articles of Association and proposed appointment of Directors and Supervisors
“H Shares”	means the foreign shares in the share capital of the Company, with a nominal value of RMB1.00 per share, which are on the Stock Exchange, and subscribed for and traded in Hong Kong dollars
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	means the People’s Republic of China
“RMB”	renminbi, the lawful currency of the PRC
“Shareholder(s)”	means holder(s) of shares of the Company
“Stock Exchange”	means the Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company

---

## 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. Tu De Ling  
Mr. Li Ren Sheng  
Mr. Zhang Li Quan  
Mr. Yao Xiao Hu

*Non-executive Directors:*

Mr. Liu Da Wei  
Mr. Zhou Hong

*Independent Non-executive Directors:*

Mr. Xu Yi Xiang  
Mr. Xin Qing Quan  
Mr. Wong Chun Wa

*Registered office:*

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

8 January 2018

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
(2) PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISORS  
AND  
(3) NOTICE OF 2018 FIRST EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

Reference is made to the announcement of the Company dated 14 December 2017 in relation to the proposed amendments to the Articles of Association and the announcement of the Company dated 14 December 2017 in relation to the resignation of Directors and Supervisors and proposed appointment of Directors and Supervisors.

---

## **LETTER FROM THE BOARD**

---

The purpose of this circular is to provide you with the information in relation to the resolution to be proposed at the EGM and to give you notice of the EGM. Resolution to be proposed at the EGM relates to the proposed amendments to the Articles of Association and the proposed appointment of Directors and Supervisors of the Company.

### **II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Company refers to its announcement dated 14 December 2017.

In light of the change of registered capital, transfer of shares and further improvement of corporate governance structure after the reorganisation of the Company, at the Board meeting of the Company on 13 December 2017, the Board approved, inter alia, to submit a proposal to amend the Articles of Association. 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.

### **III. PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISORS**

The Company received the written resignation reports from Mr. Liu Da Wei, chairman of the Company, and Mr. Zhou Hong, Mr. Li Ren Sheng, Mr. Zhang Li Quan and Mr. Yao Xiao Hu, all being Directors of the Company. Due to work adjustment, Mr. Liu Da Wei resigned as a Director, chairman, and chairman of the strategic committee and the nomination committee of the Company, and Mr. Zhou Hong, Mr. Li Ren Sheng, Mr. Zhang Li Quan and Mr. Yao Xiao Hu resigned as Directors and members of the strategic committee of the Company.

The Company also received the written resignation reports from Mr. Xia Tong and Mr. Li Zheng. Due to work adjustment, Mr. Xia Tong requested to resign as the chairman and a shareholder representative Supervisor of the seventh session of the Supervisory Committee of the Company, and Mr. Li Zheng requested to resign as a shareholder representative Supervisor of the seventh session of the Supervisory Committee of the Company.

---

## LETTER FROM THE BOARD

---

In order to fill up the vacancies, Mr. Zhou Zhu Ping, Mr. Li Yong Xiang, Mr. Zheng Jie, Mr. Zhang Shuo Gong and Mr. Hwang Yuhchang are nominated as the candidates for directors of the seventh session of the Board of the Company, of which, Mr. Hwang Yuhchang is nominated as a candidate for independent director. In addition, Mr. Xiao Yu Xin, Mr. Lu Jun Yong and Mr. Yin Dong are nominated as the candidates for shareholder representative supervisors of the seventh session of the supervisory committee of the Company. The nomination of candidates for Directors was considered and approved at the twelfth meeting of the seventh session of the Board on 13 December 2017 and the nomination of candidates for Supervisors was considered and approved at the fifteenth meeting of the seventh session of the Supervisory Committee on 13 December 2017. The candidates for Directors and Supervisors will be subject to consideration and approval at the EGM of the Company. The biographical details of the aforesaid candidates for Directors and Supervisors are set out in Appendix II to this circular.

#### **IV. EGM**

The EGM will be held at 2:30 p.m. on 29 January 2018, Monday at No. 2 Conference Room, 3/F., the Management Building, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the PRC, at which relevant resolutions will be proposed to approve, among others, the proposed amendments to the Articles of Association and the proposed appointment of Directors and Supervisors. Notice of the EGM is set out on page 12 to 14 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 amendments to the Articles of Association and proposed appointment of Directors and Supervisors 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 resolution to be proposed at the EGM.

---

## LETTER FROM THE BOARD

---

### 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*

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

1. Article 5 in the Articles of Association which reads “The Company is a joint stock company with perpetual existence.”;

and Article 6 which reads “The Company is a joint stock company. The legitimate rights and interests of the Company and its shareholders are under the jurisdiction of and protected by the PRC laws, regulations and other relevant provisions of the Government.”

shall be combined as one article and amended as: “The Company is a joint stock company with perpetual existence. The legitimate rights and interests of the Company and its shareholders are under the jurisdiction of and protected by the PRC laws, regulations and other relevant provisions of the Government.”

The articles thereafter shall be renumbered accordingly.

2. A sub-paragraph shall be added to the end of the original Article 18 (the new Article 17) in the Articles of Association:

(7) In November 2017, as ruled and approved by the First Intermediate People’s Court of Chongqing, the Company increased 4,482,579,700 shares of Renminbi ordinary shares by way of conversion from capital reserve for the purpose of execution of the bankruptcy reorganisation plan. The foresaid increased shares shall not be distributed to the shareholders and can only be used to repay the debts of the Company and expenses incurred from the reorganisation pursuant to the provisions of the reorganisation plan; Chongqing Changshou Iron & Steel Company Limited (重慶長壽鋼鐵有限公司) conditionally accepted the 2,096,981,600 shares of domestic shares held by Chongqing Iron & Steel (Group) Co., Ltd., the promoter of the Company, according to the reorganisation plan.

3. The second clause of the original Article 18 (the new Article 17) in the Articles of Association: The Company’s shareholding structure is as follows: The Company has a total of 4,436,022,580 shares of ordinary shares. Its promoter Chongqing Iron & Steel (Group) Co., Ltd holds 2,796,981,600 shares of domestic shares, accounting for 63.05% of the Company’s total ordinary shares; the shareholders of its overseas-listed foreign shares hold 538,127,200 shares of foreign shares, accounting for 12.13% of the Company’s total ordinary shares; and there are still 1,100,913,780 shares of domestically-listed Renminbi ordinary shares, accounting for 24.82% of the Company’s total ordinary shares.

---

## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

---

shall be amended as: The Company's shareholding structure is as follows: The Company has a total of 8,918,602,267 shares of ordinary shares. The shareholders of its overseas-listed foreign shares hold 538,127,200 shares of foreign shares, accounting for 6.03% of the Company's total ordinary shares; and there are 8,380,475,067 shares of domestically-listed Renminbi ordinary shares, accounting for 93.97% of the Company's total ordinary shares.

4. The original Article 21 (the new Article 20) in the Articles of Association: The registered capital of the Company shall be Renminbi 4,436,022,580.

shall be amended as: The registered capital of the Company shall be Renminbi 8,918,602,267.

5. The original Article 155 (the new Article 154) in the Articles of Association: "The Company shall form a Board consisting of 9 members. The Board shall set 1 Chairman, and as occasion requires, 1 vice Chairman. The Board members shall include 3 independent Directors."

shall be amended as: "The Company shall form a Board consisting of 9 members. The Board shall set 1 Chairman, and as occasion requires, 1-2 vice Chairman. At least one-third of the Board members shall be independent Directors."

6. Clause (XI) of the original Article 159 (the new Article 158) in the Articles of Association: "(XI) to appoint or dismiss the Company's General Manager and Secretary to the Board, and pursuant to the General Manager's nominations to appoint or dismiss the deputy General Managers, financial officers and other senior management members of the Company and fix their remuneration, bonus and punishment;"

shall be amended as: "(XI) to appoint or dismiss the Company's General Manager and Secretary to the Board, and pursuant to the General Manager's nominations to appoint or dismiss the deputy General Managers, financial officers, general counsel and other senior management members of the Company and fix their remuneration, bonus and punishment".

**CANDIDATES FOR DIRECTORS**

**Mr. Zhou Zhu Ping (周竹平)**, born in March 1963, is a senior accountant. He currently serves as the chairman and general manager of Chongqing Changshou Iron & Steel Company Limited (重慶長壽鋼鐵有限公司), a director and CEO of Siyuanhe Equity Investment Management Co., Ltd. (四源合股權投資管理有限公司), the chairman of investment decision making committee of Siyuanhe (Shanghai) Steel Industry Equity Investment Fund (四源合(上海)鋼鐵產業股權投資基金) and the chairman of the 8th session of the supervisory committee of China Pacific Insurance (Group) Co., Ltd.. Mr. Zhou previously served as secretary to the board of directors of Baoshan Iron & Steel Co., Ltd., general manager of Baosteel Group Enterprise Development Corporation, president of Baosteel Development Co. Ltd., chairman of Baosteel Finance Co., Ltd, deputy general manager of Ouyeel Co., Ltd., deputy general manager of Baosteel Group Corporation and chairman of Baosteel Metal Co., Ltd., secretary of Party committee of the financial system of China Baowu Steel Group Corporation and chairman of Fortune Investment Co., Ltd.

Mr. Zhou has extensive experience in corporate governance, corporate management, capital operation, corporate finance and accounting, funds management, cost and budget management.

Mr. Zhou graduated from Zhejiang College of Metallurgical Economics in 1982, and obtained a master's degree in business administration from Tianjin University in August 1996 and a master's degree in business administration from Arizona State University, the United States in June 2005.

**Mr. Li Yong Xiang (李永祥)**, born in October 1960, is a senior engineer. Mr. Li successively served as the deputy plant director, plant director and secretary of Party committee of the smelting plant of Meishan Metallurgical Company; a director and the deputy general manager of Shanghai Meishan (Group) Company; a director, the deputy general manager and the general manager of Meishan Company of Baosteel Group; and a director, the general manager and the chairman of Meishan Iron & Steel Company of Baosteel. Mr. Li served as the deputy general manager of Baosteel and the chairman of Meishan Iron & Steel Company from 2008 to 2016. Since October 2016, he has served as a director and the chief executive officer of B.M. Holding (Group) Co., Ltd. Mr. Li has rich experience in production, operation and organization of iron and steel enterprises.

Mr. Li graduated from Northeastern University in 1982. From August 1996 to February 1997, he studied at the Department of Business Administration at West Virginia State University, the United States, as a visiting scholar; in 2001, he was awarded the degree of EMBA by China Europe International Business School; in 2003, he obtained the master's degree in metallurgical engineering from Northeastern University.

**Mr. Zheng Jie (鄭傑)**, born in October 1974, is a registered holder of CFA. He currently serves as a director of Siyuanhe Equity Investment Management Co., Ltd. (四源合股權投資管理有限公司), the managing director of Siyuanhe (Shanghai) Steel Industry Equity Investment Fund (四源合(上海)鋼鐵產業股權投資基金), a principal of WL Ross & Co. LLC responsible for sourcing, structuring, evaluating and managing investments across a range of industries. Mr. Zheng joined WL Ross in 2009. Since then he has predominantly focused on investments in chemicals and industrials, energy, financial services, metals and mining, and transportation. He currently serves as the senior advisor of the Management Committee for Huaneng Invesco WLR Clean Energy Fund and Solar Industry Investment Fund.

Mr. Zheng has more than 15 years of principal investing experience. Prior to joining WL Ross & Co., Mr. Zheng was an associate at Fore Research & Management, a hedge fund focusing on credit and distressed investments. From 1998 to 2001, he worked at the Asset Management Division of Everbright Securities in China, investing in domestic equity market.

Mr. Zheng earned his B.S. in Thermal Power Machinery and Installation and M.S. in Economics from Shanghai Jiao Tong University, and his M.B.A. with high honors in Analytical Finance and Accounting from The University of Chicago.

**Mr. Zhang Shuo Gong (張朔共)**, born in August 1957, is a senior engineer. Mr. Zhang successively served as the department head of the engineering and technology department of Baoshan Iron & Steel Company Limited, the deputy general manager of Baosteel Engineering & Technology Group Co., Ltd., an executive director and the general manager of Shanghai Baosight Software Co. Ltd. and a director of Shanghai Baosight Software Co. Ltd.. Mr. Zhang has rich experience in production, management and operation of iron and steel enterprises.

Mr. Zhang graduated from Tongji University with a bachelor's degree in industrial electrical automation technology in 1982.

**Mr. Hwang Yuhchang (黃鈺昌)**, born in January 1955, American, is a professor at China Europe International Business School (CEIBS). He has served as an independent director of Baoshan Iron & Steel Company Limited since April 2012. Before joining CEIBS, Mr. Hwang served as a teacher at Arizona State University and the Katz Graduate School of Business, University of Pittsburgh in the United States. His research interests include management accounting, strategic cost management, incentive mechanism design and performance measurement. In his teaching career of 16 years at Carey School of Business and 8 years at University of Pittsburgh, Professor Hwang mainly offered MBA programs for masters of business administration, special EMBA programs for executives and management accounting research programs for doctoral students. From 2009 to 2012, Mr. Hwang served as the head teacher of the doctoral program at the School of Accountancy of Arizona State University and acted as the thesis supervisor for approximately 20 doctoral students. Prior to joining the W.P. Carey School of Business of Arizona State University, he was elected as the secretary general of the management accounting section of the American Accounting Association for 2007–2009.

Mr. Hwang graduated from Cheng-Chi University, Taiwan with a master's degree in 1979 and from UC Berkeley, America with a doctoral degree in 1987.

### **CANDIDATES FOR SHAREHOLDER REPRESENTATIVE SUPERVISORS**

**Mr. Xiao Yu Xin (肖玉新)**, born in October 1962, currently serves as a supervisor of Chongqing Changshou Iron & Steel Company Limited and the general manager in charge of post-investment management of Siyuanhe Equity Investment Management Co., Ltd.. Mr. Xiao once served as the head of the operation improvement department, marketing director, informatization manager and person in charge of administrative expenses check-up and improvement project group of Shanghai Baosight Software Co. Ltd., and a manager at director level of the strategic management department of Baosteel Corporation, etc.

Mr. Xiao graduated from the Thermophysical Engineering Department of Zhejiang University with a bachelor degree in cryogenic engineering and subsequently pursued a master's degree in management engineering at the University of Science and Technology Beijing. From 1987 to 1996, he taught at the University of Science and Technology Beijing and subsequently served as a teaching assistant, lecturer, deputy director and associate professor of the Department of Management. From 1996 to 2000, he was dispatched to Keele University in the United Kingdom with the sponsorship from the government for cooperative research and a doctoral degree; and later successfully obtained a doctoral degree (during this period, he remained as an associate professor at the Department of Management of the University of Science and Technology Beijing). From 2000 to 2003, he served as a senior lecturer at the Business School of the University of Sunderland in the United Kingdom. From 2003 to 2007, he served as a senior lecturer of management at the Business School of University of Aberdeen (during this period, he was elected as a professor of School of Humanity Science and Law, University of Science and Technology Beijing in September 2006).

**Mr. Lu Jun Yong (陸俊勇)**, born in November 1973, currently serves as a director and a deputy general manager of Chongqing Changshou Iron & Steel Company Limited, a deputy general manager and chief risk officer of Siyuanhe Equity Investment Management Co., Ltd. (四源合股權投資管理有限公司), and an executive director and a member of the investment decision making committee of Siyuanhe (Shanghai) Steel Industry Equity Investment Fund (四源合(上海)鋼鐵產業股權投資基金). Mr. Lu previously served as the vice president, a member of the executive committee and of the investment review committee, and the person in charge of legal affairs of Golden Concord Group Holdings Limited (協鑫(集團)控股有限公司), the second largest new energy company in the world; the vice president and the person in charge of legal affairs of Hywin Financial Holding Group Co., Ltd. (上海海銀金融控股集團有限公司), one of the top three wealth management companies in the PRC; head of the department of legal affairs of Baoshan Iron & Steel Company Limited; and deputy head (in charge of work) of the legal affair department and the head of the litigation management office and contract management office of Baosteel Group Corporation (寶鋼集團有限公司).

---

## APPENDIX II THE CANDIDATES OF DIRECTORS AND SUPERVISORS AND THEIR INFORMATION

---

Mr. Lu Jun Yong obtained a bachelor's degree in law (orientation of international economic law) from East China University of Political Science and Law in 1996 and a master's degree in law (orientation of international economic law) from Shanghai University of International Business and Economics in 2005. He has passed National Bar Examination (全國律師資格考試) in 1996 and the national practice qualification examination for enterprise legal advisers (全國企業法律顧問執業資格考試) in 1998.

**Mr. Yin Dong (殷棟)**, born in November 1975, currently serves as a director and a deputy general manager of Chongqing Changshou Iron & Steel Company Limited and the general manager (in charge of finance) of Siyuanhe Equity Investment Management Co., Ltd. (四源合股權投資管理有限公司). Mr. Yin once served as the chief financial officer in Shanghai Yuesheng Economic Development Co., Ltd. (上海月盛經濟發展有限公司) and took full responsibility for the finance-related work of the company; and successively served as a manager at senior director level of the finance department, chief financial officer of segments, and head of audit and supervision department of Baosteel Metal Company Limited (寶鋼金屬有限公司) ("Baosteel Metal"). In addition, he successively hold concurrent posts as a supervisor of Baosteel Metal, a deputy general manager of Jiangsu Baosteel Precision Steel Wire Co., Ltd. (江蘇寶鋼精密鋼絲有限公司), and a supervisor of Baosteel Packaging Company Limited (寶鋼包裝) (an A-shares listed company), Wanbaojing Auto Parts (Guangzhou) Company Limited (廣州萬寶井汽車部件有限公司), Wanbaojing Auto Parts (Wuhan) Company Limited (武漢萬寶井汽車部件有限公司), Nanjing Baori Steel Wire Co., Ltd. (南京寶日鋼絲有限公司) and Shanghai Baocheng Steel Structure Co., Ltd. (上海寶成鋼結構公司). He once served as the chief financial officer of Niagara Machinery Products Co., Ltd. (尼亞加拉機械製品有限公司) (an overseas joint-venture subsidiary of Baosteel in Canada) and was fully responsible for the financial affairs of the company.

Mr. Yin Dong obtained a bachelor's degree in management engineering from East China University of Science and Technology and an EMPAcc degree from Shanghai National Accounting Institute/The Chinese University of Hong Kong.

Save as disclosed above, the above candidates have not held any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas or taken up a position in any affiliated companies of the Company over the past three years, nor do the above candidates have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, as at the date of this circular, the above candidates do not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

The terms of office of the above candidates will commence from the date of approval at the EGM to the date of convening of the 2017 annual general meeting and they will enter into service contracts with the Company for such terms.

---

**APPENDIX II THE CANDIDATES OF DIRECTORS AND SUPERVISORS AND THEIR INFORMATION**

---

No other information relating to the re-election and appointment of the abovementioned candidates is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited. Save as disclosed herein, there are no other matters that need to be brought to the attention of the shareholders of the Company.

---

## 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 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2018 first extraordinary general meeting (the “EGM”) of Chongqing Iron & Steel Company Limited (the “Company”) will be held at 2:30 p.m. on Monday, 29 January 2018 at the No. 2 Conference Room, 3/F., the Management Building, 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.

#### RESOLUTION ADOPTING NON-CUMULATIVE VOTING

##### SPECIAL RESOLUTION

1. Resolution on the proposed amendments to the Articles of Association of Chongqing Iron & Steel Company Limited

#### RESOLUTIONS ADOPTING CUMULATIVE VOTING

##### ORDINARY RESOLUTIONS

2. Resolution on the by-election of directors of the seventh session of the board of directors of the Company
  - 2.01 To elect Mr. Zhou Zhu Ping (周竹平) as a director of the seventh session of the board of directors of the Company
  - 2.02 To elect Mr. Li Yong Xiang (李永祥) as a director of the seventh session of the board of directors of the Company
  - 2.03 To elect Mr. Zheng Jie (鄭傑) as a director of the seventh session of the board of directors of the Company
  - 2.04 To elect Mr. Zhang Shuo Gong (張朔共) as a director of the seventh session of the board of directors of the Company

---

## NOTICE OF EGM

---

3. Resolution on the election of independent non-executive director of the seventh session of the board of directors of the Company
  - 3.01 To elect Mr. Hwang Yuhchang (黃鈺昌) as an independent non-executive director of the seventh session of the board of directors of the Company
4. Resolution on the by-election of shareholders representative supervisors of the seventh session of the supervisory committee of the Company
  - 4.01 To elect Mr. Xiao Yu Xin (肖玉新) as a supervisor of the seventh session of the supervisory committee of the Company
  - 4.02 To elect Mr. Lu Jun Yong (陸俊勇) as a supervisor of the seventh session of the supervisory committee of the Company
  - 4.03 To elect Mr. Yin Dong (殷棟) as a supervisor of the seventh session of the supervisory committee of the Company

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

Chongqing, the PRC, 14 December 2017

*As at the date of this notice, the Directors of the Company are: Mr. Liu Da Wei (Non-executive Director), Mr. Zhou Hong (Non-executive Director), Mr. Tu De Ling (Executive Director), Mr. Li Ren Sheng (Executive Director), Mr. Zhang Li Quan (Executive Director), Mr. Yao Xiao Hu (Executive Director), Mr. Xu Yi Xiang (Independent Non-executive Director), Mr. Xin Qing Quan (Independent Non-executive Director) and Mr. Wong Chun Wa (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 29 December 2017 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 9 January 2018.
2. The register of members of the Company will be closed from 30 December 2017 to 29 January 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 registrars of the Company, by 4:30 p.m. on 29 December 2017.

## 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 registrars 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 28 January 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 Secretary to the Board of Chongqing Iron & Steel Company Limited

Address: 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