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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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

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*(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) GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE DEBT FINANCING INSTRUMENTS**
- (2) GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE SHARES OF THE COMPANY**
- (3) PROPOSED APPOINTMENT OF DIRECTORS AND A SUPERVISOR AND**
- (4) NOTICE OF 2018 ANNUAL GENERAL MEETING AND 2019 FIRST CLASS MEETING OF H SHAREHOLDERS**
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A letter from the Board is set out from pages 1 to 9 of this circular.

A notice convening the AGM to be held at 2:00 p.m. on Tuesday, 21 May 2019 at Chongqing Iron & Steel Conference Center, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the PRC, or any adjournment thereof, is set out on pages 15 to 23 of this circular. A notice convening the 2019 First Class Meeting of H Shareholders to be held at Chongqing Iron & Steel Conference Center, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the PRC, or any adjournment thereof, at 2:00 p.m. on Tuesday, 21 May 2019 (or immediately after the conclusion or adjournment of the 2019 First Class Meeting of A Shareholders) is set out on pages 24 to 30 of this circular. Revised proxy forms for use at the AGM and the 2019 First Class Meeting of H Shareholders are enclosed with this circular. If you intend to attend the AGM and/or the 2019 First Class Meeting of H Shareholders, 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 30 April 2019.

Shareholders are advised to read the notice. Whether or not you are able to attend the AGM and/or the 2019 First Class Meeting of H Shareholders in person, you are requested to complete and return the enclosed revised 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 revised form of proxy shall not preclude you from attending and voting in person at the AGM and/or the 2019 First Class Meeting of H Shareholders, or any adjournment thereof, if you so wish.

26 April 2019

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## DEFINITIONS

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

“AGM”	the 2018 annual general meeting (or any adjournment thereof) of the Company to be held at 2:00 p.m. on Tuesday, 12 May 2019 at Chongqing Iron & Steel Conference Center, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the PRC to consider and, if thought fit, to approve the resolutions, among others, relating to the grant of general mandate to the Board to issue debt financing instruments, the grant of general mandate to the Board to repurchase shares of the Company and the proposed appointment of Directors and a supervisor
“2019 First Class Meeting of A Shareholders”	the first class meeting of A Shareholders (or any adjournment thereof) to be held at 2:00 p.m. on Tuesday, 12 May 2019 at Chongqing Iron & Steel Conference Center, No.1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the PRC to consider and, if thought fit, to approve the resolutions, among others, relating to the grant of general mandate to the Board to repurchase shares of the Company
“2019 First Class Meeting of H Shareholders”	the first class meeting of H Shareholders (or any adjournment thereof) to be held at 2:00 p.m. on Tuesday, 12 May 2019 at Chongqing Iron & Steel Conference Center, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, PRC to consider and, if thought fit, to approve the resolutions, among others, relating to the grant of general mandate to the Board to repurchase shares of the Company
“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
“A Shareholder(s)”	holder(s) of A Share(s)
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors

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## DEFINITIONS

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“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
“H Share(s)”	the foreign 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
“H Shareholder(s)”	holders of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	18 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“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

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

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

*Non-executive Directors:*

Mr. Zhou Zhuping

*Independent Non-executive Directors:*

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

*Registered office:*

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

26 April 2019

*To the Shareholders*

Dear Sir or Madam,

- (1) GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE DEBT  
FINANCING INSTRUMENTS**
- (2) GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE  
SHARES OF THE COMPANY**
- (3) PROPOSED APPOINTMENT OF DIRECTORS AND A SUPERVISOR  
AND**
- (4) NOTICE OF 2018 ANNUAL GENERAL MEETING AND 2019 FIRST CLASS  
MEETING OF H SHAREHOLDERS**

### **I. INTRODUCTION**

References are made to the announcement of the Company dated 29 March 2019 in relation to the grant of general mandate to the Board to issue debt financing instruments, the grant of general mandate to the Board to repurchase shares of the Company and the proposed appointment of Directors and a supervisor.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with the information in relation to the resolutions to be proposed at the 2018 AGM and 2019 First Class Meeting of H Shareholders and to give you notice of such meetings.

### II. GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE DEBT FINANCING INSTRUMENTS

On 28 March 2019, the Company held the 8<sup>th</sup> meeting of the eighth session of the Board, at which, the Resolution in Relation to Grant of General Mandate to the Board to Issue Debt Financing Instruments was considered and approved. The resolution is still subject to the approval at the general meeting of the Company, particulars of which are set out as follows:

#### (I) GENERAL TERMS OF THE ISSUANCE OF DEBT FINANCING INSTRUMENTS

In order to meet the production and operation demands of the Company, expand financing channels, optimize debt structure, replenish working capital and reduce financing cost, the Company proposes to apply to the National Association of Financial Market Institutional Investors (“NAFMII”) and relevant competent authorities for new registration and issuance of debt financing instruments of non-financial enterprises in the inter-bank market (the “**Debt Financing Instruments**”).

The major terms of Debt Financing Instruments proposed to be registered and issued are as follows:

1. Issuer: the Company.
2. Registered category and size: according to the state laws, regulations, relevant requirements of the regulatory departments as well as the resolution of the general meeting, the total registered size of the Debt Financing Instruments shall be not more than RMB3 billion, and the category to be issued includes but is not limited to medium-term notes, short-term financing bonds, ultra short-term financing bonds, dedicated instruments, perpetual notes and asset-backed notes, etc. The registration and issuance can be carried out in one or multiple batches and for several categories based on the fund demand. A resolution shall be proposed at the general meeting to authorize the Board and agree the Board to in turn authorize its delegate(s) to determine the specific categories in accordance with relevant requirements and the market conditions. The Debt Financing Instruments proposed to be issued under the resolution shall not contain any provision for conversion into shares.

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## LETTER FROM THE BOARD

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3. Issue size and method: the specific issue size shall be determined by the Board or its delegate(s) in consideration of the fund demand and market conditions within the registration cap of each category of the Debt Financing Instruments. The Debt Financing Instruments shall be issued in one or multiple batches or by tranches by way of public offering or private placement after registered and filed with or approved by NAFMII according to relevant requirements.
4. Term: the Debt Financing Instruments shall carry a maximum term of no longer than seven years, which is applicable to both products with a single maturity and product portfolio with multiple maturities. However, perpetual notes are not subject to such a term requirement. A resolution shall be proposed at the general meeting to authorize the Board and agree the Board in turn to authorize its delegate(s) to determine particulars of the terms and issue size of products with different terms in accordance with relevant requirements and the market conditions.
5. Interest rate: a resolution shall be proposed at the general meeting to authorize the Board and agree the Board in turn to authorize its delegate(s) to determine the interest rate separately based on the market conditions when issuing the Debt Financing Instruments after taking into account the respective market conditions at each issue in accordance with relevant laws and regulations.
6. Issue price: a resolution shall be proposed at the general meeting to authorize the Board and agree the Board in turn to authorize its delegate(s) to determine jointly or separately the issue price of the Company's Debt Financing Instruments based on the respective market conditions at each issue in accordance with relevant laws and regulations.
7. Security and other credit enhancement arrangements: a resolution shall be proposed at the general meeting to authorize the Board and agree the Board in turn to authorize its delegate(s) to determine jointly or separately the security and other credit enhancement arrangements based on the respective features of the Company's Debt Financing Instruments and the needs of issuance in accordance with laws.
8. Use of proceeds: the proceeds from the issuance are expected to be used to meet the needs of business operation of the Company, improve the debt structure, repay loans, replenish the working capital and/or finance project investment. The specific use of proceeds shall be determined by the Board or its delegate(s) based on the fund demand of the Company at the time of application and issuance.

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## LETTER FROM THE BOARD

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9. Guarantee measures for repayment of debts: a resolution shall be proposed at the general meeting to authorize the Board, and agree the Board in turn to authorize its delegate(s) (the “**Delegate(s)**”) to, jointly or separately, at least take the following measures in the event that the Company is expected to be unable to repay the principal and interests of the Debt Financing Instruments as scheduled, or the Company fails to repay the principal and interests of the Debt Financing Instruments when they become due:
- (i) no dividends shall be distributed to the Shareholders;
  - (ii) the implementation of projects that incur capital expenditure such as material external investments, acquisitions and mergers shall be suspended;
  - (iii) payment of salary and bonus to the Directors and senior management of the Company shall be adjusted, reduced or ceased;
  - (iv) key personnel accountable shall not be allowed for re-designation.
10. Valid period of the mandate: the mandate shall be valid for a period of 12 months from the date when the Resolution is approved at the general meeting of the Company.

Where the Board and/or its Delegate(s) have/has, during the valid period of the mandate, decided to issue such Debt Financing Instruments, and provided that the Company has also obtained the approval or consent from or completed filing or registration (if applicable) with the regulatory authorities on the issuance within the valid period of the mandate, the Company may, during the valid period of such approval, consent, filing or registration, complete the issuance or partial issuance of relevant Debt Financing Instruments. With respect to matters concerning the issuance or partial issuance, the above mandate shall remain valid until the completion date of such issuance or partial issuance.

**(II) PARTICULARS OF THE RESOLUTION IN RELATION TO GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE DEBT FINANCING INSTRUMENTS TO BE PROPOSED AT THE GENERAL MEETING**

To consider and approve the issuance of Debt Financing Instruments by the following means and generally and unconditionally authorize the Board and its delegate(s) to deal with the following matters based on the specific needs of the Company and market conditions:



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## LETTER FROM THE BOARD

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1. to determine the specific categories of Debt Financing Instruments to be issued by the Company in the inter-bank market within the cap of not more than RMB3 billion, including but not limited to medium-term notes, short-term financing bonds, ultra short-term financing bonds, dedicated instruments, perpetual notes and asset-backed notes, etc.;
2. to determine issue size, detailed terms, conditions and other matters relating to the issuance (including but not limited to the specific amount of issuance, actual principal amount, currency, issue price, interest rate or its determination mechanism, place of issuance, time for issuance, term, whether to issue by tranches and number of tranches, whether to set put-back or redemption terms, credit rating, guarantee, repayment term, detailed fund-raising arrangements within the scope of use as approved at the general meeting, detailed placing arrangements, underwriting arrangements and all other matters relating to the issuance);
3. to carry out all necessary and ancillary actions and procedures relating to the issuance (including but not limited to selecting and engaging intermediary institutions, handling all registration and filing procedures with NAFMII and the relevant regulatory authorities in connection with the issuance on behalf of the Company, executing all necessary legal documents relating to the issuance, selecting duration manager for the issuance and handling any other matters relating to the issuance and trading);
4. to handle all other matters related to issuance of Debt Financing Instruments but not mentioned above;
5. to approve, confirm and ratify any of the aforesaid actions or procedures relating to the issuance to the extent already taken by the Company;
6. to make adjustments to the relevant matters such as the specific issuance proposals in accordance with the comments from the regulatory authorities or the prevailing market conditions within the authority granted at the general meeting, except where voting at the general meeting is required by any relevant laws and regulations and the Articles of Association;
7. where the Company does carry out the issuance of Debt Financing Instruments, during the valid period, to determine not to distribute dividends to the Shareholders to guarantee repayment of debts as required under the relevant laws and regulations in the event that the Company expects to, or does fail to pay the principal and/or interests of such Debt Financing Instruments as they fall due.

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## LETTER FROM THE BOARD

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To approve, execute and dispatch any announcement or circular relating to the issuance and make information disclosure accordingly in compliance with the applicable regulatory rules of the jurisdiction where the shares of the Company are listed.

### **(III) RISK WARNING**

The general mandate to be granted to the Board for issuance of Debt Financing Instruments proposed at the general meeting only represents the rights lawfully vested in the Board of the Company so as to deal with matters in relation to the issuance of Debt Financing Instruments in accordance with laws. The Company has not come up with any specific financing proposal so far, and will make decisions on whether to go through debt financing and to prepare specific financing proposal based on the needs of production and operation of the Company after the Resolution is considered and approved at the general meeting.

### **III. GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE SHARES OF THE COMPANY**

On 28 March 2019, the Company held the 8<sup>th</sup> meeting of the eighth session of the Board, at which, the Resolution in Relation to Grant of General Mandate to the Board to repurchase shares of the Company was considered and approved. The resolution is still subject to the approval at the general meeting and class meetings of Shareholders of the Company, particulars of which are set out as follows:

In order to enable the Board to repurchase shares of the Company within a short time period as it considers appropriate for the purposes of the employee share ownership plan or equity incentive plan, maintaining the stability of the share price and protecting the interests of the Shareholders of the Company, it is proposed that the Board shall be granted the general mandate to repurchase A shares and H shares of the Company.

Pursuant to the general mandate, the aggregate number of A shares and the aggregate number of H shares to be repurchased by the Company during the mandate period shall not exceed 10% of the total number of H shares in issue and 10% of the total number of A shares in issue as at the date on which the Resolution in relation to the Grant of General Mandate to the Board to Repurchase Shares of the Company was considered and approved by AGM, 2019 First Class Meeting of A Shareholders and 2019 First Class Meeting of H Shareholders. The mandate shall be valid for 12 months from the date of approval by the AGM or until the annual general meeting in the following year, whichever is earlier.

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## LETTER FROM THE BOARD

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The approvals for A share repurchase mandate and H share repurchase mandate are subject to consideration and approval by 3 meetings, namely the AGM, 2019 First Class Meeting of A Shareholders and 2019 First Class Meeting of H Shareholders, as well as obtaining of all approvals from relevant regulatory authorities as required by relevant laws, rules and regulations of the PRC.

The proposed grant of the general mandate by the general meeting to the Board to repurchase shares of the Company is merely an authorisation to the Board to handle matters relevant to the repurchase of shares. No specific plans for repurchase of shares have been formulated. Subject to consideration and approval by the general meeting, the Company will determine whether it will proceed with the repurchase based on the volatility and changes in the capital market and the share price of the Company.

An explanatory statement containing information regarding the proposed grant of the general mandate to the Board to repurchase A shares and H shares of the Company is set out in Appendix I to this circular.

#### **IV. PROPOSED APPOINTMENT OF DIRECTORS AND A SUPERVISOR**

The Board of the Company announces that Mr. Song De An and Mr. Wang Li are nominated as candidates for Directors of the eighth session of the Board of the Company; and Mr. Zhang Wenxue is nominated as candidate for Shareholder representative supervisor of the eighth session of the Company's supervisory committee. The nomination of Director candidates was considered and approved at the 8<sup>th</sup> meeting of the eighth session of the Board of the Company, and the nomination of supervisor candidate was considered and approved at the 6<sup>th</sup> meeting of the eighth session of the supervisory committee. The Director candidates and supervisor candidate shall be submitted to the AGM for consideration and approval.

The biographical details of the above-named Directors and supervisor candidates are set out in appendix II to this circular.

#### **V. AGM**

A notice of the AGM to be held at 2:00 p.m. on Tuesday, 21 May 2019 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, the grant of general mandate to the Board to issue debt financing instruments, the grant of general mandate to the Board to repurchase shares of the Company and the proposed appointment of Directors and a supervisor, is set out on pages 15 to 23 of this circular.

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## LETTER FROM THE BOARD

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To the best knowledge and belief of the Directors, no Shareholder is required to abstain from voting at the AGM.

The revised proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying revised 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 AGM or any adjourned meeting thereof. Completion and return of the revised form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so desire.

### **VI. 2019 FIRST CLASS MEETING OF H SHAREHOLDERS**

A notice of the 2019 First Class Meeting of H Shareholders to be held at 2:00 p.m. (or immediately after the conclusion or adjournment of the 2019 First Class Meeting of A Shareholders) on 21 May 2019, Tuesday at the Chongqing Iron & Steel Conference Centre, No. 1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the PRC, at which relevant resolution will be proposed to approve, among other things, the grant of general mandate to the Board to repurchase shares of the Company, is set out on pages 24 to 30 of this circular.

To the best knowledge and belief of the Company, no Shareholder shall be required to abstain from voting at the 2019 First Class Meeting of H Shareholders.

The revised proxy form for use at the 2019 First Class Meeting of H Shareholders is enclosed with this circular. Whether or not you are able to attend the 2019 First Class Meeting of H Shareholders, you are requested to complete the accompanying revised 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 2019 First Class Meeting of H Shareholders or any adjournment thereof. Completion and return of the revised form of proxy shall not preclude you from attending and voting in person at the 2019 First Class Meeting of H Shareholders or any adjourned meeting should you so desire.

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## LETTER FROM THE BOARD

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### VII. RECOMMENDATION

The Directors consider that the grant of general mandate to the Board to issue debt financing instruments, the grant of general mandate to the Board to repurchase shares of the Company and the proposed appointment of Directors and a supervisor 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 AGM.

### VIII. 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**  
**Meng Xiangyun**  
*Secretary to the Board*

This explanatory statement contains all the information required to be given to the Shareholders pursuant to Rule 10.06(1)(b) of the Listing Rules in connection with the proposed repurchase mandate, which is set out as follows:

**1. REASONS FOR REPURCHASE OF SHARES**

In order to enable the Board to repurchase shares of the Company within a short time period as it considers appropriate for the purposes of the employee share ownership plan or equity incentive plan, maintaining the stability of the share price and protecting the interests of the shareholders of the Company, it is proposed that the Board shall be granted the general mandate to repurchase A Shares and H Shares of the Company. Such repurchase will be carried out, depending on the market condition, when Directors deem it in the interest of the Company and the Shareholders as a whole.

**2. NUMBER OF SHARES PROPOSED TO BE REPURCHASED**

As at the Latest Practicable Date, the total number of Shares issued by the Company was 8,918,602,267, including 8,380,475,067 A Shares and 538,127,200 H Shares. Subject to approval of the resolution in respect of grant of mandate to repurchase A Shares and H Shares, and based on the assumption that no additional A Shares or H Shares were issued prior to the date of the 2019 First Class Meeting of H Shareholders. If the repurchase is carried out in full, the number of Shares available for repurchase shall be not more than 891,860,226 with a maximum of 838,047,506 A Shares and 53,812,720 H Shares, representing approximately 10% and 10% of A Shares and H Shares in issue at the date of the notice of the 2019 First Class Meeting of H Shareholders, respectively. The specific number to be repurchased shall be subject to the number of Shares actually repurchased upon expiry of the repurchase period.

**3. SOURCES OF FUNDS**

In case of repurchase of Shares of the Company, the Company shall only, in accordance to the Articles of Association and the applicable PRC laws and Listing Rules (as the case may be), utilize the funds legally available for such purposes. The Directors propose that such Repurchase of Shares, if and when effected, would be appropriately financed by the Company's internal resources.

**4. IMPACT ON WORKING CAPITAL**

As compared with the financial position of the Company as of 31 December 2018 (being the preparation date of the latest audited accounts of the Company), the Directors consider that there will not be a material adverse impact on the working capital or the gearing position of the Company in the event that the H Share repurchase mandate and the A Share repurchase mandate were to be exercised in full during the proposed repurchase period.

## 5. MARKET PRICE OF THE SHARES

The respective highest and lowest closing prices of A Shares and H Shares recorded on the Shanghai Stock Exchange and the Hong Kong Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date were as follows:

	A Shares		H Shares	
	Lowest <i>RMB</i>	Highest <i>RMB</i>	Lowest <i>RMB</i>	Highest <i>RMB</i>
<b>2019</b>				
March	2.14	2.38	1.33	1.43
February	2.02	2.23	1.29	1.43
January	1.89	2.06	1.10	1.29
<b>2018</b>				
December	1.88	2.09	1.11	1.18
November	1.82	1.99	1.12	1.19
October	1.74	1.99	1.10	1.23
September	1.98	2.04	1.12	1.30
August	2.05	2.17	1.19	1.37
July	2.03	2.22	1.16	1.40
June	1.95	2.14	1.24	1.42
May	2.00	2.19	1.38	1.44
April	2.16	2.30	1.38	1.47

## 6. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors' exercising the powers of the Company to repurchase A Shares and H Shares pursuant to the special approval, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code") and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

To the best of the knowledge of the Directors as at the Latest Practicable Date, Chongqing Changshou Iron & Steel Company Limited (the controlling shareholder) directly holds 2,096,981,600 shares of the Company, representing 23.51% of the total Shares of the Company. If the special approval is exercised in full, the equity interest of Chongqing Changshou Iron & Steel Company Limited in the Company will increase to approximately 26.12%. The Directors are of the view that such increase will not give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

Save for the foregoing, the Directors are currently not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law which the Directors are aware as a result of any repurchase of H Shares and/or A Shares made under the H Share repurchase mandate and/or the A Share repurchase mandate.

#### **7. STATUS OF REPURCHASED H SHARES**

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled within 10 days and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

#### **8. REPURCHASE OF SECURITIES CONDUCTED BY THE COMPANY**

During the six months immediately before the Latest Practicable Date, the Company had not repurchased any A Shares and H Shares (whether on the Stock Exchange or otherwise)

#### **9. GENERAL**

To the best of the knowledge of the Directors having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention, in the event that the proposed repurchase of Share and the grant of the A Share and H Share repurchase mandate are approved by the Shareholders, to sell any Shares to the Company.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that the proposed repurchase of Shares and the grant of the A Share and H Share Repurchase mandate are approved by the Shareholders.

The Directors have undertaken to the Hong Kong Stock Exchange to exercise the power of the Company to make repurchase of Shares pursuant to the proposed repurchase of Shares and the A Share and H Share repurchase mandate in accordance with the Listing Rules and the applicable laws and regulations of the PRC.



**CANDIDATES FOR DIRECTORS**

**Mr. Song De An:** born in February 1965, is a senior economist. He obtained an EMBA degree from PBC School of Finance, Tsinghua University. He currently serves as the chairman of the board of directors of Sichuan Desheng Group. The Sichuan Desheng Group, which was founded in 1997 by Mr. Song, has been developed into a Top 500 Global Enterprises in China enjoying synergic development of three core businesses including financial capital, cultural tourism as well as vanadium, titanium, iron and steel. Mr. Song had served as a deputy to the People’s Congress of Sichuan, a standing member of the 10th session of the executive committee of Sichuan Federation of Industry and Commerce, a standing member of the 6th session of Leshan Municipal Committee of the CPPCC, a standing member of the 6th session of Leshan Federation of Industry and Commerce, the vice chairman of the Chamber of Commerce and the vice-chairman of Leshan Charity Federation. He had been granted the titles of “Outstanding Entrepreneur of Yunnan Province”, “Outstanding Private Entrepreneurs of Leshan City”, “Outstanding Private Entrepreneurs of Sichuan Province”, “Builder of the 2nd Session of Sichuan Outstanding Builders of Socialism with Chinese Characteristics” and many other awards.

**Mr. Wang Li:** born in June 1956 and graduated from Northeast Institute of Technology in 1982 majoring in industrial automation, is a professoriate senior engineer. Mr. Wang served as a director, the general manager and the chairman of Shanghai Baosight Software Co. Ltd., an assistant to the general manager of Baoshan Iron & Steel Company Limited, and an assistant to the general manager and a secretary of the board of directors in Baosteel Group Corporation (寶鋼集團有限公司).

**CANDIDATE FOR SUPERVISOR**

**Mr. Zhang Wenxue,** born in May 1963, is a senior engineer. He graduated from Central South Institute of Mining and Metallurgy (中南礦冶學院) majoring in pressure processing in 1984, and obtained a master degree in industrial relations from West Virginia University of the USA. Mr. Zhang was the director of the hot pressing works and the concurrent system reformation project manager of the hot pressing production line of Baogang Branch under Baoshan Iron & Steel Co., Ltd. (寶山鋼鐵股份有限公司), the assistant to the general director of Zhanjiang iron and steel engineering headquarters and the concurrent head of the hot pressing project team, the deputy general manager of Zhanjiang Iron and Steel Company, as well as the director of hot pressing works, the assistant to the general manager and the concurrent chief of the business promotion department of Baoshan Iron & Steel Co., Ltd. Mr. Zhang has years of practical experience in construction project management and enterprise factory management.

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## APPENDIX II DIRECTOR AND SUPERVISOR CANDIDATES AND THEIR BIOGRAPHICAL PARTICULARS

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Save as disclosed above, the aforesaid 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 Latest Practicable Date, the aforesaid 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 AGM to the date of convening of the 2020 annual general meeting and they will enter into service contracts with the Company for such terms. Their remuneration will be determined by the Board based on the results of the Company, personal contribution and results of performance appraisal conducted by the remuneration and appraisal committee of the Company.

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.

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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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 2018 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2018 annual general meeting of Chongqing Iron & Steel Company Limited (the “**Company**”) will 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 PRC, for the purpose of considering and, if thought fit, passing the following resolutions of the Company.

### **Resolutions adopting non-cumulative voting**

#### **ORDINARY RESOLUTIONS**

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

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTIONS

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
  - 9.01 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, etc.;
      - (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;

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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- (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;

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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- (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 Shareholders 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.

### 9.02 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;

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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- (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, etc.;
  - (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);

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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- (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



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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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- (iii) the date on which the mandate set out in this special resolution is revoked or varied by a special resolution of the Shareholders 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.

### **Resolutions adopting cumulative voting**

#### **ORDINARY RESOLUTIONS**

10. The proposal for election of directors of 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 election of supervisor of 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

In addition, the independent Directors of the Company will present the performance report of independent Directors for the year 2018 at the AGM.

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).*

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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

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 AGM upon completion of the necessary registration procedures (Holders of A Shares will be otherwise notified).

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

1. Shareholders intending to attend the AGM 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 AGM 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 AGM 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 AGM (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.

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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### IV. MISCELLANEOUS

1. Shareholders attending the AGM 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: Shops 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 Person: Peng Guoju/Ji Hong

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## NOTICE OF 2019 FIRST CLASS MEETING OF H SHAREHOLDERS

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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 H Shareholders of Chongqing Iron & Steel Company Limited (the “**Company**”) will be held at 2:00 p.m. (or immediately following the conclusion of the 2019 First Class Meeting of A Shareholders or the adjournment thereof) (the “**Class Meetings of Shareholders**”) 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 PRC, for the purpose of considering and, if thought fit, passing the following resolutions of the Company.

### **Resolution 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;

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## NOTICE OF 2019 FIRST CLASS MEETING OF H SHAREHOLDERS

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- (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, etc.;
  - (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);

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## NOTICE OF 2019 FIRST CLASS MEETING OF H SHAREHOLDERS

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- (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;

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## NOTICE OF 2019 FIRST CLASS MEETING OF H SHAREHOLDERS

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- (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 Shareholders 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 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, etc.;
  - (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;

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## NOTICE OF 2019 FIRST CLASS MEETING OF H SHAREHOLDERS

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- (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;



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## NOTICE OF 2019 FIRST CLASS MEETING OF H SHAREHOLDERS

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- (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 Shareholders 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).*

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## NOTICE OF 2019 FIRST CLASS MEETING OF H SHAREHOLDERS

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Notes:

### I. ELIGIBILITY FOR ATTENDING THE CLASS MEETINGS OF SHAREHOLDERS

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 Meetings of Shareholders upon completion of the necessary registration procedures (Holders of A Shares will be otherwise notified).

### II. REGISTRATION PROCEDURES FOR ATTENDING THE CLASS MEETINGS OF SHAREHOLDERS

1. Shareholders intending to attend the Class Meetings of Shareholders 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 Meetings of Shareholders 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 Meetings of Shareholders 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 Meetings of Shareholders (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 Meetings of Shareholders 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: Shops 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

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