



# Chongqing Iron & Steel Company Limited

## 重慶鋼鐵股份有限公司

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

(Stock Code: 1053)

### FORM OF PROXY FOR THE 2012 FIRST EXTRAORDINARY GENERAL MEETING

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

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

as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at 10:00 a.m. on Tuesday, 28 February 2012 at the No.2 Conference Room, 3/F., the Management Building, No.1 of Gangcheng Avenue, Economic & Technological Development Zone, Changshou District, Chongqing, the People's Republic of China (or at any adjournment thereof) (the "Meeting") for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/Our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

| No. | Matters for consideration   | FOR (Note 4) | AGAINST (Note 4) | ABSTAIN (Note 4) |
|-----|---|--------------|------------------|------------------|
|     | ORDINARY RESOLUTIONS  |              |                  |                  |
| 1   | To consider and approve the bidding by the Company of the 100% of the equity interest in Chongqing Steel at a price of not more than RMB185.756 million at the Chongqing United Assets and Equity Exchange (重慶聯合產權交易所) and upon such bidding being successful, the entering into of the Acquisition Agreement in respect of the 100% of the equity interest in Chongqing Steel between the Company and the Parent Company and the transactions contemplated thereunder; and to authorise any one or more of the Directors to sign, seal, execute, perfect, deliver all such documents and to do all such things and acts as he/they may in his/their discretion consider necessary, expedient or desirable to effect the Chongqing Steel Acquisition. |              |                  |                  |
| 2   | To consider and approve the feasibility study report on and investment in Jiangjin Base Project.  |              |                  |                  |
| 3   | To consider and approve the feasibility study report on and investment in San Feng Dock Project of Xingang Operation Area in Jingjiang Port District of Taizhou Port.   |              |                  |                  |
| 4   | To consider and approve the appointment of KPMG Huazhen Certified Public Accountants as the Company's internal control auditor.   |              |                  |                  |

| No. | Matters for consideration   | FOR <small>(Note 4)</small> | AGAINST <small>(Note 4)</small> | ABSTAIN <small>(Note 4)</small> |
|-----|---|-----------------------------|---------------------------------|---------------------------------|
|     | ORDINARY RESOLUTIONS  |                             |                                 |                                 |
| 5   | To consider and approve the appointment of Mr. Xia Tong, a candidate being nominated by Chongqing Iron & Steel (Group) Company Limited, the controlling shareholder of the Company, as director of the Company.   |                             |                                 |                                 |
| 6   | To consider and approve the Finance Lease Agreements and the transactions contemplated thereunder.  |                             |                                 |                                 |
| 7   | SPECIAL RESOLUTION  |                             |                                 |                                 |
|     | To consider and approve the proposed amendments to the Articles of Association of Chongqing Iron & Steel Company Limited (details of which are set out in the announcement of the Company dated 29 December 2011), and to propose to authorise the board of directors at the general meeting to make necessary and appropriate amendments to the wordings and do all such other things in respect of the amendments to the Articles of Association pursuant to the request of the relevant examining authorities of the State and the requirements of the Listing Rules in the course of filing the Articles of Association with such authorities for approval after the passing of the amendments to the Articles of Association at the general meeting. |                             |                                 |                                 |

Signature(s) (Note 5): \_\_\_\_\_

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

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number and class of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out **“THE CHAIRMAN OF THE MEETING”** and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If you wish to abstain from voting, tick in the box marked “Abstain”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Any shareholder entitled to attend and vote at the general meeting of the Company has the right to appoint one or more proxies (whether he is a shareholder or not) to attend and vote at the meeting on his behalf.
- To be valid, the instrument appointing a proxy or, if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointer, a notorially certified copy of that power of attorney or authority shall be deposited at the Company’s H share registrars and transfer office, Hong Kong Registrars Limited (in the case of proxy form of holders of H shares) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the general meeting of the Company (or appointed for voting).
- For those shareholders of the Company who have appointed more than one proxy, such proxies can only exercise their voting rights by way of poll.
- A member present in person or by proxy shall have one vote for every share of which he is the holder. On a poll, a member (including his proxy) entitled to two or more votes need not use all his votes or cast all the votes he uses “for” or “against” the resolution (if applicable).