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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 2011 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2011 Annual General Meeting of Chongqing Iron & Steel Company Limited (the “Company” or the “Group”) will be held at 10:00 a.m. on Thursday, 31 May 2012 at the No.2 Conference Room, Chonggang New District 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.

#### **ORDINARY RESOLUTIONS**

1. The report of the Supervisory Committee of the Company for the year 2011.
2. The report of the Board of Directors of the Company for the year 2011.
3. The Performance Report of the Independent Directors of the Company for the year 2011 (details of which are set out in the announcement of the Company published on 28 March 2012).
4. The audited financial report of the Group (including the Company and its subsidiaries) for the year 2011 prepared under the PRC GAAP.
5. The 2011 Annual Report of the Company.

6. The profit distribution proposal of the Company for the year 2011.

The Group recorded an audited loss of RMB1,471,075,000 for the year 2011.

The net profit attributable to shareholders of the Group for the year 2011 was RMB1,471,082,000.

The balance of the Group's retained profit as at the end of 2010 was RMB 2,096,707,000.

The profit of the Group available for distribution to shareholders as at the end of 2011 was RMB625,625,000.

The Group did not record profit for 2011 due to low efficiency of the iron and steel industry as a whole and the high cost incurred in operating the Company's the New Zone. In order to ease liquidity pressures, promote the development of the Company's production and operation and maintain necessary capital reserve, the Board did not recommend profit distribution or transfer of capital reserve to the share capital for the year 2011, and the undistributed profit will be mainly used as the working capital for the production in the New Zone.

7. Proposal for provision of guarantee by the Company in favour of Sanfeng Jingjiang Port Business and Logistic Company Limited (details of which are set out in the announcement of the Company published on 28 March 2012).
8. Proposal for the feasibility report on and investment in the products structure adjustment project (details of which are set out in the announcement of the Company published on 28 March 2012).
9. Proposal for re-appointment of KPMG Huazhen as the auditor and internal control auditor of the Company for the year 2012, and authorisation to any Director of the Company to fix its remuneration and to sign service agreements.

10. Election of members of the sixth session of the Board of Directors of the Company by cumulative voting.
11. Election of shareholder representative supervisors of the sixth session of the Supervisory Committee of the Company by cumulative voting.

By order of the Board  
**Chongqing Iron & Steel Company Limited**  
**You Xiao An**  
*Secretary to the Board*

Chongqing, the PRC  
10 April 2012

*As at the date of this notice, the Directors of the Company are: Mr. Deng Qiang (Non-executive Director), Mr. Yuan Jin Fu (Non-executive Director), Mr. Xia Tong (Executive Director), Mr. Chen Hong (Executive Director), Mr. Sun Yi Jie (Executive Director), Mr. Li Ren Sheng (Executive Director), Mr. Liu Xing (Independent Non-executive Director), Mr. Zhang Guo Lin (Independent Non-executive Director) and Mr. Liu Tian Ni (Independent Non-executive Director).*

*Notes:*

#### **I. Eligibility for attending the AGM**

Shareholders whose names appear on the register of members of the Company at the close of business on 27 April 2012 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 11 May 2012.
2. Register of members of the Company will be closed from 30 April 2012 to 31 May 2012 (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 27 April 2012.

### 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 appointor, the power of attorney or other authority shall be notarized. The notarized power of attorney or other authority together with the proxy form must be lodged with the 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 10:00 a.m. on 30 May 2012.
3. For the shareholders appointing more than one proxy, the voting right can only be exercised when a poll is taken.

### 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:

Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

4. Office of Secretary to the Board of Chongqing Iron & Steel Company Limited

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