
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.

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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)

**(1) PROPOSED CHANGE OF ANNUAL REPORT AUDITOR
AND INTERNAL CONTROL AUDITOR
AND
(2) NOTICE OF EGM**

A letter from the Board is set out from pages 1 to 3 of this circular.

A notice convening the EGM to be held at 2:30 p.m. on Monday, 7 March 2016 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 4 to 5 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 15 February 2016.

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.

5 February 2016

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DEFINITIONS

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

“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 2016 first extraordinary general meeting of the Company to be held at 2:30 p.m. (or any adjournment thereof) on 7 March 2016, 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 change of annual report auditor and internal control auditor
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“KPMG”	KPMG Huazhen (Special General Partnership)
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	means the People’s Republic of China
“Shareholder(s)”	means holder(s) of shares of the Company
“Stock Exchange”	means the Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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

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(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)

5 February 2016

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF ANNUAL REPORT AUDITOR
AND INTERNAL CONTROL AUDITOR
AND
(2) NOTICE OF EGM**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 20 January 2016 in relation to the proposed change of annual report auditor and internal control auditor.

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 change of annual report auditor and internal control auditor of the Company.

LETTER FROM THE BOARD

II. PROPOSED CHANGE OF ANNUAL REPORT AUDITOR AND INTERNAL CONTROL AUDITOR

The Company has been engaging KPMG as its annual report auditor and internal control auditor since 2007 and 2012 respectively. As the audit team of KPMG has been providing audit services to the Company for 8 consecutive years and the parties could not reach an agreement in relation to the audit fee for 2015, upon negotiation and agreement between the Company and KPMG and consideration and approval by the audit committee of the Board, the Company proposed to change its 2015 annual report auditor and internal control auditor and engage Pan-China Certified Public Accountants LLP (Special General Partnership) as its 2015 annual report auditor and internal control auditor in order to completely ensure the independence and objectiveness of the audit works to be conducted by the external auditor.

KPMG has confirmed that no matters regarding its cessation to act as the Company's auditor that should be brought to the attention of the shareholders of the Company.

Save as the above disclosed, the Board confirmed that there were no disagreements between KPMG and the Company and it was not aware of any matters regarding the proposed change that should be brought to the attention of the shareholders of the Company.

The Board hereby expresses its sincere gratitude to KPMG for the quality services it provided to the Company in the past years.

III. EGM

A notice of the EGM to be held at 2:30 p.m. on 7 March 2016, 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 resolution will be proposed to approve the proposed change of annual report auditor and internal control auditor is set out on page 4 to 5 of this circular.

To the best knowledge and belief of the Company, no Shareholder shall be required to abstain from voting at the EGM.

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. Voting at the EGM will be taken by poll in accordance with the Listing Rules.

LETTER FROM THE BOARD

IV. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

V. RECOMMENDATION

The Directors consider that the proposed change of annual report auditor and internal control auditor mentioned above is 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.

By Order of the Board
Chongqing Iron & Steel Company Limited
You Xiao An
Company Secretary

NOTICE OF EGM



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

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(Stock Code: 1053)

NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2016 first extraordinary general meeting (the “EGM”) of Chongqing Iron & Steel Company Limited (the “Company”) will be held at 2:30 p.m. on Monday, 7 March 2016 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 resolution of the Company.

RESOLUTION ADOPTING NON-CUMULATIVE VOTING

ORDINARY RESOLUTION

1. The resolution in relation to the change of 2015 annual report auditor and internal control auditor of the Company

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

Chongqing, the PRC, 20 January 2016

As at the date of this announcement, 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 5 February 2016 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 15 February 2016.
2. Register of members of the Company will be closed from 6 February 2016 to 7 March 2016 (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 registrar of the Company, by 4:30 p.m. on 5 February 2016.

III. Appointment of 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. Proxies must be appointed in writing and the appointment must be signed by the appointer or their agents who have been duly authorised in writing. If the instrument of appointment of the proxy is signed by an agent of the appointer, the power of attorney or other authorization documents of the agent must be notarially certified. In order to be valid, the notarially certified copy of such power of attorney or other authorization documents, together with the instrument of appointment of the proxy, shall be lodged with the Hong Kong Registrars Limited, the share registrar 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 6 March 2016.
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 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: 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

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

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Contact Persons: Peng Guoju/Ji Hong