
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) ELECTION OF DIRECTOR
(2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS
APPENDICES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

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

A notice convening the AGM to be held at 2 p.m. on Wednesday, 28 June 2023 at Chongqing Iron & Steel Conference Center, No. 2 Jiangnan Avenue, Jiangnan Street, Changshou District, Chongqing, is set out on pages 24 to 26 of this circular. The proxy form for use at the AGM are enclosed with this circular.

Shareholders are advised to read the notice. Whether or not you are able to attend the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return them to the Company's registered office (in the case of proxy form by holders of domestic shares) at No. 2 Jiangnan Avenue, Jiangnan Street, Changshou District, Chongqing, (Postal Code: 401258) or at the Company's H share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712–1716, 17th 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 AGM, or any adjournment thereof, if you so wish.

30 May 2023

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DEFINITIONS

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

“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
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	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)”	the director(s) of the Company
“AGM”	the 2022 annual general meeting (or any adjournment thereof) of the Company to be convened at Chongqing Iron & Steel Conference Center, No. 2 Jiangnan Avenue, Jiangnan Street, Changshou District, Chongqing, at 2 p.m. on Wednesday, 28 June 2023, for purpose of considering and, if thought fit, approving the resolutions, among other things, in relation to election of Director and amendments to the Articles of Association and its appendices
“H Share(s)”	the foreign invested share(s) in the Company’s share capital, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange, subscribed and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 May 2023
“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
“Stock Exchange”	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

(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. Xie Zhixiong
Mr. Meng Wenwang
Mr. Zou An

Registered office:

No.2 Jiangnan Avenue
Jiangnan Street
Changshou District
Chongqing, the PRC
(Postal Code: 401258)

Non-executive Directors:

Mr. Song De An
Mr. Zhou Ping

Independent Non-executive Directors:

Mr. Sheng Xuejun
Mr. Zhang Jinruo
Mr. Guo Jiebin

30 May 2023

To the Shareholders

Dear Sir or Madam,

(1) ELECTION OF DIRECTOR
(2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

I. INTRODUCTION

References are made to the announcement of the Company dated 31 March 2023 in relation to election of Director and the announcement of the Company dated 19 May 2023 in relation to amendments to the Articles of Association and its appendices.

The purpose of this circular is to provide you with the relevant information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM.

LETTER FROM THE BOARD

II. ELECTION OF DIRECTOR

The twenty-fourth meeting of the ninth session of the Board of the Company was held on 30 March 2023 by way of physical meeting in the Company, in which the Resolution in relation to the Election of Mr. Lin Changchun as a Director of the Ninth Session of the Board was considered and approved.

The Board of the Company elected Mr. Lin Changchun as a director of the ninth session of the Board with a term same as the ninth session of the Board. The matter shall be submitted to the general meeting of the Company for consideration.

The biographical details of Mr. Lin Changchun are set out in Appendix I to this circular.

III. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

On 18 May 2023, the Company held the twenty-sixth meeting of the ninth session of the board of directors, at which the Resolution on the Amendments to the Articles of Association and Its Appendices was considered and approved, particulars of which are as follows:

In 2022, the China Securities Regulatory Commission amended the Guidelines on Articles of Association of Listed Companies and the Rules for General Meetings of Listed Companies and other regulatory rules, and in consideration of the actual situation of the Company in production and operation, adaptive amendments are proposed to be made by the Company to the Articles of Association and its appendices, the Rules of Procedures for General Meetings of Chongqing Iron & Steel Company Limited (the “**Rules of Procedures for General Meetings**”), the Rules of Procedure for the Board of Directors of Chongqing Iron & Steel Company Limited (the “**Rules of Procedures for the Board**”), and the Rules of Procedure for the Supervisory Committee of Chongqing Iron & Steel Company Limited (the “**Rules of Procedures for the Supervisory Committee**”), in relation to the voting procedures of general meeting, the notice of the meeting of the board of directors and the convening of the meeting of the supervisory committee.

Details of the proposed amendments to the Articles of Association and its appendices are set out in Appendix II to this circular.

LETTER FROM THE BOARD

IV. AGM

The AGM will be held at 2 p.m. on Wednesday, 28 June 2023 at the Chongqing Iron & Steel Conference Center, No. 2 Jiangnan Avenue, Jiangnan Street, Changshou District, Chongqing, the PRC, at which relevant resolutions will be proposed to approve, among other things, election of Director and amendments to the Articles of Association and its appendices. Notice of the AGM is set out on page 24 to 26 of this circular.

The 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 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 Shops 1712–1716, 17th Floor, 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 adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so desire.

V. RECOMMENDATION

The Board considers that the above resolutions on the election of Director and the amendments to the Articles of Association and its appendices are in the best interests of the Company and its Shareholders as a whole, and recommends that all Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

VI. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

By Order of the Board
Chongqing Iron & Steel Company Limited
Zou An
Secretary to the Board

APPENDIX I THE CANDIDATE OF DIRECTOR AND HIS BIOGRAPHY

Mr. Lin Changchun, born in August 1976, is an accountant, and currently serves as a vice president and head of the operation and finance department, and general counsel of Baowu Group Zhongnan Steel Co., Ltd. (寶武集團中南鋼鐵有限公司). Mr. Lin was served as the secretary to the board of directors of Baosteel Chemical and the general manager of Ouyeel Chemical Operation Centre, an executive director of Baosteel Chemical International, the chairman of Ouyeel Huagongbao, the secretary to the board of directors of Baowu Carbon Material and the general manager of Ouyeel Chemical Operation Centre, an executive director of Baosteel Chemical International, the chairman of Ouyeel Huagongbao, the deputy general manager of Shanghai Baosteel Stainless Steel Co., Ltd. (上海寶鋼不銹鋼有限公司), Baosteel Special Steel Co., Ltd. (寶鋼特鋼有限公司) and Baosteel Stainless Steel Co., Ltd. (寶鋼不銹鋼有限公司), the chief financial officer of Shanghai Baodi Shangshi City Development Co., Ltd. (上海寶地上實產城發展有限公司), the deputy general manager of Baowu Logistics Property Co., Ltd. (寶武物流資產有限公司), the senior vice president of Baowu Group Echeng Iron & Steel Co., Ltd. (寶武集團鄂城鋼鐵有限公司), and served as the non-executive director of Da Ming International Holdings Limited (stock code: 1090) from June 2019 to June 2021. Mr. Lin graduated from the Management School of Wuhan University majoring in chrematistics in 1998, and obtained a bachelor's degree in management.

Save as disclosed above, Mr. Lin Changchun has 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 does he have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

Mr. Lin Changchun shall not receive remuneration from the Company. The corresponding service contract will be entered into between Mr. Lin Changchun and the Company upon the approval at the AGM.

No other information relating to the appointment of Mr. Lin Changchun 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 is no other matter that needs to be brought to the attention of the shareholders of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lin Changchun does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

I. Articles of Association

No.	Original articles	Revised articles
1	<p>Article 12 The Company’s scope of business is subject to the items approved by the corporate registration authority.</p> <p>The Company mainly deals in production, processing and sale of steel products, including plates, shaped materials, wires, bars, billets and belts, etc.</p> <p>It concurrently deals in production and sale of coke and coal chemical products, electric power, fuel gas, tap water, pig iron, and water granulated slag, steel slag and steel scraps, etc.</p> <p>.....</p>	<p>Article 12 The Company’s scope of business is subject to the items approved by the corporate registration authority.</p> <p>The Company mainly deals in production, processing and sale of steel products, including plates, shaped materials, wires, bars, billets and belts, etc.</p> <p>It concurrently deals in production and sale of coke and coal chemical products, electric power, fuel gas, tap water, pig iron, and water granulated slag, steel slag and steel scraps, etc. <u>Freight forwarding, shipping agency, cargo combined-transportation agency, automobile transportation agency, and provision of cargo handling (groceries) and warehousing (excluding hazardous articles warehousing) in the port area.</u></p> <p>.....</p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

No.	Original articles	Revised articles
2	<p>Article 65 The general meeting shall exercise the following powers:</p> <p>.....</p> <p>(XIII) to deliberate proposals made by shareholders who hold <u>5% or more</u> of the Company’s voting shares;</p> <p>.....</p>	<p>Article 65 The general meeting shall exercise the following powers:</p> <p>.....</p> <p>(XIII) to deliberate proposals made by shareholders who hold <u>3% or more</u> of the Company’s voting shares;</p> <p>.....</p>
3	<p>Article 80 All shareholders registered on the shares right registration date or their proxies have the right to attend the general meeting and to exercise their voting right according to relevant laws, regulations and these articles of association. Any shareholder who has the right to attend and vote in the general meeting can attend the meeting in person, or entrust one or more proxies (who can be non-shareholders of the Company) to attend and vote in the meeting. The proxy of a shareholder can exercise the following rights according to the entrust from the shareholder:</p> <p>.....</p>	<p>Article 80 All shareholders registered on the shares right registration date or their proxies have the right to attend the general meeting and to exercise their voting right according to relevant laws, regulations and these articles of association. Any shareholder who has the right to attend and vote in the general meeting can attend the meeting in person, or entrust one or more proxies (who can be non-shareholders of the Company) to attend and vote in the meeting. The proxy of a shareholder can exercise the following rights according to the entrust from the shareholder:</p> <p>.....</p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

No.	Original articles	Revised articles
	<p>The Company’s Board, independent Directors and shareholders holding more than one percent of the shares with voting rights or <u>investor protection institutions may act as soliciting parties, either by themselves or by authorizing securities companies and securities service institutions, to publicly request shareholders of the Company to entrust them to attend the general meeting and exercise the shareholder’s rights such as proposal and voting rights on behalf of them.</u></p> <p><u>Where the rights of shareholders are solicited in accordance with the provisions of the previous paragraph, the soliciting parties shall disclose the solicitation documents, and the Company shall cooperate. Provision of consideration or de facto consideration is prohibited when publicly soliciting shareholders’ rights.</u></p>	<p><u>If a shareholder purchases voting shares of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised for a period of thirty-six months after the purchase and shall not be counted as part of the total number of shares with voting rights held by shareholders attending the meeting.</u></p> <p>The Company’s Board, independent Directors and shareholders holding more than one percent of the shares with voting rights or investor protection agencies established in accordance with the laws, administrative regulations <u>or requirements of the CSRC may publicly solicit shareholders’ voting rights, provided that sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Company shall not impose any limitation related to minimum shareholdings on the solicitation of voting rights except for statutory conditions.</u></p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

No.	Original articles	Revised articles
		<p><u>Pursuant to applicable laws, regulations and listing rules at the location where the Company’s shares are listed, if any shareholder must abstain from voting or is restricted to vote only in favor of or against any individual resolution, then any vote cast by the said shareholder (or proxy thereof) in violation of the relevant provision or restriction shall not be counted in the voting result.</u></p>
<p align="center">4</p>	<p>Article 83 The letter of authorization issued by a shareholder to entrust other persons to attend the general meeting shall contain the following content:</p> <p>.....</p> <p>(V) signature (or seal) of the entrusting shareholder. If the entrusting shareholder is a legal person, the letter of authorization shall be affixed with its official seal.</p>	<p>Article 83 The letter of authorization issued by a shareholder to entrust other persons to attend the general meeting shall contain the following content:</p> <p>.....</p> <p>(V) signature (or seal) of the entrusting shareholder. If the entrusting shareholder is a legal person, the letter of authorization shall be affixed with its official seal.</p> <p><u>(VI) the number of shares held by the principal represented by the authorized proxy.</u></p> <p><u>(VII) If several persons are appointed as the shareholder’s proxies, the power of attorney shall specify the number of shares to be represented by each proxy.</u></p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

No.	Original articles	Revised articles
5	<p>Article 103 The following matters shall require approval of an ordinary resolution at a general meeting:</p> <p>.....</p> <p>(IV) annual financial budgets and statements of final accounts, balance sheets, profit statements and other financial statements of the Company;</p> <p>(V) any other matters except those passed by special resolutions as prescribed by the laws, administrative regulations and these articles of association.</p>	<p>Article 103 The following matters shall require approval of an ordinary resolution at a general meeting:</p> <p>.....</p> <p>(IV) annual financial budgets and statements of final accounts, balance sheets, profit statements and other financial statements of the Company;</p> <p><u>(V) annual report of the Company;</u></p> <p>(VI) any other matters except those passed by special resolutions as prescribed by the laws, administrative regulations and these articles of association.</p>
6	<p>Article 104 The following matters shall require approval of a special resolution at general meetings:</p> <p>.....</p> <p>(III) the demerger, amalgamation, dissolution and liquidation of the Company;</p> <p>.....</p>	<p>Article 104 The following matters shall require approval of a special resolution at general meetings:</p> <p>.....</p> <p>(III) the demerger, <u>spin-off</u>, amalgamation, dissolution and liquidation of the Company;</p> <p>.....</p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

No.	Original articles	Revised articles
7	<p>Article 108 When the supervisory committee or shareholders have decided to convene the general meeting, they shall inform the Board in writing, <u>and file a case to the local authorities of the China Securities Regulatory Commission (CSRC) and the stock exchange.</u></p> <p>The convening shareholders shall, before publishing the notice of the extraordinary general meeting and the announcement of the resolutions of the extraordinary general meeting, <u>submit the certificate proof concerned to the local authorities of the CSRC and the stock exchange.</u></p>	<p>Article 108 When the supervisory committee or shareholders have decided to convene the general meeting, they shall inform the Board in writing, <u>and file a case to the stock exchange.</u></p> <p>The convening shareholders shall, before publishing the notice of the extraordinary general meeting and the announcement of the resolutions of the extraordinary general meeting, <u>submit the certificate proof concerned to the stock exchange.</u></p>
8	<p>Article 158 The Board is accountable to the general meeting, and shall exercise the following powers:</p> <p>.....</p> <p>(III) to decide on the operational plan and investment proposal of the Company;</p> <p>.....</p>	<p>Article 158 The Board is accountable to the general meeting, and shall exercise the following powers:</p> <p>.....</p> <p>(III) to decide on the strategic plan of the Company;</p> <p>(IV) to decide on the operational plan and investment proposal of the Company;</p> <p>.....</p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

No.	Original articles	Revised articles
9	<p>Article 168 Notice of Meetings of the Board</p> <p>.....</p> <p>The Board may give less-than-10-days notices for ad hoc meetings of Board, but shall reasonably allow the Directors time to prepare for the meetings to be held.</p>	<p>Article 168 Notice of Meetings of the Board</p> <p>.....</p> <p>The Board shall give at least 3 days’ notices for ad hoc meetings of Board. <u>When the situation is urgent and an ad hoc meeting of Board needs to be convened as soon as possible, the ad hoc meeting of Board may be convened on condition of giving a 1-day notice in writing.</u></p>
10	<p>Article 188 The President, Senior Vice President, deputy General Manager, financial officer and Secretary to the Board are all the Company’s senior management member(s).</p>	<p>Article 188 The President, Senior Vice President, deputy General Manager, financial officer, Secretary to the Board and <u>General Counsel</u> are all the Company’s senior management member(s).</p>
11	<p>Article 195 The President shall abide by laws, administrative regulations and these articles of association and observe the duty of good faith and the duty of care in performing his/her responsibilities.</p>	<p>Article 195 The President shall abide by laws, administrative regulations and these articles of association and observe the duty of good faith and the duty of care in performing his/her responsibilities.</p> <p><u>A senior management member shall be liable for compensation if he/she has violated laws, administrative regulations, departmental rules and the Articles of Association in the course of performing his/her duties and caused damages to the Company.</u></p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

No.	Original articles	Revised articles
12	<p>Article 208 Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete.</p>	<p>Article 208 Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete <u>and shall sign written confirmation of the periodic reports.</u></p>
13	<p>Article 233 The Company shall submit its annual financial statements to China Securities Regulatory Commission and the stock exchange within 4 months after the closing date of each accounting year; it shall also submit its semi-annual financial statements to the representative office of China Securities Regulatory Commission and the stock exchange within 2 months after the closing date of the first 6 months in each accounting year <u>and submit is quarterly financial statements to the representative office of China Securities Regulatory Commission and the stock exchange within 1 month after the closing date of the first 3 months and the first 9 months in each accounting year.</u></p>	<p>Article 233 The Company shall submit and disclose its annual financial statements to China Securities Regulatory Commission and the stock exchange within 4 months after the closing date of each accounting year; it shall also submit and disclose its semi-annual financial statements to the representative office of China Securities Regulatory Commission and the stock exchange within 2 months after the closing date of the first 6 months in each accounting year.</p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

No.	Original articles	Revised articles
14	<p>Article 295 If the Company is to hold the meeting of the Board, it shall notify its Directors by written notice or fax. In urgent situations, if the Chairman deems it necessary, or more than 1/3 of the Directors, the supervisory committee or the President propose, to hold the meeting of the Board, the Company can hold ad hoc meeting of the Board on condition of giving Directors a 3-day notice in writing.</p>	<p>Article 295 If the Company is to hold the meeting of the Board, it shall notify its Directors by written notice or fax. In urgent situations, if the Chairman deems it necessary, or more than 1/3 of the Directors, the supervisory committee or the President propose, to hold the meeting of the Board, the Company can hold ad hoc meeting of the Board on condition of giving Directors a 1-day notice in writing.</p>

II. Rules of Procedures for the General Meeting

No.	Original articles	Revised articles
1	<p>Article 10 When the supervisory committee or shareholders have decided to convene the general meeting, they shall inform the Board in writing, and <u>file a case to the local authorities of the China Securities Regulatory Commission (CSRC) and the stock exchange.</u></p> <p>Before the announcement of the extraordinary general meeting, the convening shareholders shall have a shareholding proportion of no less than 10%.</p>	<p>Article 10 When the supervisory committee or shareholders have decided to convene the general meeting, they shall inform the Board in writing, and <u>file a case to the stock exchange.</u></p> <p>Before the announcement of the extraordinary general meeting, the convening shareholders shall have a shareholding proportion of no less than 10%.</p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

No.	Original articles	Revised articles
	<p>The supervisory committee and the convening shareholders shall, before publishing the notice of the extraordinary general meeting and the announcement of the resolutions of the extraordinary general meeting, <u>submit the certificate proof concerned to the local authorities of the CSRC and the stock exchange.</u></p>	<p>The supervisory committee and the convening shareholders shall, before publishing the notice of the extraordinary general meeting and the announcement of the resolutions of the extraordinary general meeting, <u>submit the certificate proof concerned to the stock exchange.</u></p>
<p align="center">2</p>	<p>Article 16 Notice of the general meeting shall include the following:</p> <p><u>(I) it shall be in writing;</u></p> <p>(II) it shall specify the time, place and duration of the meeting;</p> <p>.....</p>	<p>Article 16 Notice of the general meeting shall include the following:</p> <p><u>Delete (I) it shall be in writing;</u></p> <p>(I) it shall specify the time, place and duration of the meeting;</p> <p>.....</p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

No.	Original articles	Revised articles
3	<p>Article 37 For the purpose of voting at the general meeting, a shareholder (including proxy) shall exercise voting rights in accordance with the number of shares carrying voting rights represented by him/her. Each share shall have one vote.</p> <p>The shares held by the Company itself have not voting right and shall not be count into the total voting shares represented by shareholders attending the general meeting.</p> <p>The Board, independent Directors and shareholders satisfying relevant conditions can solicit shareholders' vote.</p> <p>Where any shareholder is, under the applicable laws and regulations and listing rules of the stock exchange(s) on which the shares of the Company are listed, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution at any general meeting, any votes cast by such shareholder (or their proxies) in contravention of such requirement or restriction shall not be counted.</p>	<p>Article 37 For the purpose of voting at the general meeting, a shareholder (including proxy) shall exercise voting rights in accordance with the number of shares carrying voting rights represented by him/her. Each share shall have one vote.</p> <p><u>When material issues affecting the interests of minority shareholders are considered at the shareholders' general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.</u></p> <p>The shares held by the Company itself have not voting right and shall not be count into the total voting shares represented by shareholders attending the general meeting.</p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

No.	Original articles	Revised articles
		<p><u>If a shareholder purchases voting shares of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised for a period of thirty-six months after the purchase and shall not be counted as part of the total number of shares with voting rights held by shareholders attending the meeting.</u></p> <p>The Board, independent Directors, shareholders satisfying relevant conditions or <u>investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC</u> can solicit shareholders' vote.</p> <p>Where any shareholder is, under the applicable laws and regulations and listing rules of the stock exchange(s) on which the shares of the Company are listed, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution at any general meeting, any votes cast by such shareholder (or their proxies) in contravention of such requirement or restriction shall not be counted.</p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

No.	Original articles	Revised articles
4	<p>Article 51 Minutes of the general meeting shall be recorded by the secretary to the Board and include the followings:</p> <p>.....</p> <p>(VI) names of the lawyer, vote counter and the scrutinizer;</p> <p>(VII) other matters which shall be recorded in the meeting minutes pursuant to the Articles of Association.</p> <p>Directors, the secretary to the Board, the convener or his representative and the chairman of the meeting shall sign on the minutes of the meeting and ensure that the contents of minutes of the meeting are true, accurate and complete. The minutes of the meeting should be maintained with the register for signing of attending shareholders and the proxy form of their proxies and valid information on voting via internet and other manners, and the maintaining period shall not be less than ten (10) years.</p>	<p>Article 51 The meeting minutes of the general meeting shall be prepared by Secretary to the Board. The meeting minutes shall record the following content:</p> <p>.....</p> <p>(VI) names of the lawyer, vote counter and the scrutinizer;</p> <p><u>(VII) the number of voting shares held by shareholders of domestic shares (including shareholder proxies) and shareholders of overseas listed foreign shares (including shareholder proxies) present at the meeting, and their proportions of the total shares of the Company;</u></p> <p><u>(VIII) when recording the voting results, the voting results of each resolution by shareholders of domestic shares and shareholders of overseas listed foreign shares;</u></p> <p>(IX) other matters which shall be recorded in the meeting minutes pursuant to the Articles of Association.</p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

No.	Original articles	Revised articles
		<p>Directors, supervisors, the secretary to the Board, the convener or his representative and the chairman of the meeting shall sign on the minutes of the meeting and ensure that the contents of minutes of the meeting are true, accurate and complete. The minutes of the meeting should be maintained with the register for signing of attending shareholders and the proxy form of their proxies and valid information on voting via internet and other manners, and the maintaining period shall not be less than ten (10) years.</p>

III. Rules of Procedures for the Board

No.	Original articles	Revised articles
<p align="center">1</p>	<p>Article 5 Before dispatching the notice on holding the regular board meetings, the Board Office shall thoroughly seek all Directors’ opinions and preliminarily reaches the meeting proposals for the Chairman’s decision.</p> <p>.....</p>	<p>Article 5 <u>The Board shall hold at least four meetings every year. The meetings shall be convened by the Chairman. The meeting notice and the necessary documents, information and other materials shall be delivered to all the Directors and supervisors 10 days prior to the meeting.</u></p> <p>Before dispatching the notice on holding the regular board meetings, the Board Office shall thoroughly seek all Directors’ opinions and preliminarily reaches the meeting proposals for the Chairman’s decision.</p> <p>.....</p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

No.	Original articles	Revised articles
2	<p>Article 11 To hold the regular meetings and extraordinary meetings of the Board, the Board Office shall submit the sealed written notice of the meeting to all the Directors, supervisors, the president and the Secretary to the Board by hand, fax, email or other modes for ten days and five days in advance respectively. If delivery is not directly made, the delivery shall be confirmed by calls and relevant records shall be made.</p> <p>.....</p>	<p>Article 11 To hold the regular meetings and extraordinary meetings of the Board, the Board Office shall submit the written notice of the meeting to all the Directors, supervisors, the president and the Secretary to the Board by hand, fax, email or other modes for ten days and three days in advance respectively. If delivery is not directly made, the delivery shall be confirmed by calls and relevant records shall be made.</p> <p>.....</p>
3	<p>Article 12 The written notice of meeting shall include the following content at least:</p> <p>(I) the time and venue of the meeting;</p> <p>(II) the duration of the meeting;</p> <p>(III) the form of the meeting;</p> <p>(IV) <u>matters (meeting proposal) to be considered;</u></p> <p>.....</p>	<p>Article 12 The written notice of meeting shall include the following content at least:</p> <p>(I) the time and venue of the meeting;</p> <p>(II) the duration of the meeting;</p> <p>(III) the form of the meeting;</p> <p>(IV) <u>reasons and topics;</u></p> <p>.....</p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

IV. Rules of Procedures for Supervisory Committee

No.	Original articles	Revised articles
1	Article 1 These rules of procedures are made in accordance with relevant provisions of the Company Law of the People’s Republic of China (“Company Law”), the Securities Law of the People’s Republic of China, the Standards for Corporate Governance of Listed Companies, <u>Mandatory Provisions for Articles of Association of Companies to be Listed Overseas</u> and Articles of Association of Chongqing Iron & Steel Company Limited (the “Company”) to further normalise the discussion methods and voting procedures of the supervisory committee, facilitate the supervisors and the supervisory committee performing supervising duties, and improve corporate governance structure of the Company.	Article 1 These rules of procedures are made in accordance with relevant provisions of the Company Law of the People’s Republic of China (“Company Law”), the Securities Law of the People’s Republic of China, the Standards for Corporate Governance of Listed Companies and Articles of Association of Chongqing Iron & Steel Company Limited (the “Company”) to further normalise the discussion methods and voting procedures of the supervisory committee, facilitate the supervisors and the supervisory committee performing supervising duties, and improve corporate governance structure of the Company.

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

<p align="center">2</p>	<p>Article 8 To hold the regular meetings and extraordinary meetings of the supervisory committee, the supervisory committee office shall submit the sealed written notice of the meeting to all the supervisors by hand, fax, email or other modes for ten days and <u>five days</u> in advance respectively. If delivery is not directly made, the receipt of the notice shall also be confirmed to the supervisors.</p>	<p>Article 8 To hold the regular meetings and extraordinary meetings of the supervisory committee, the supervisory committee office shall submit the sealed written notice of the meeting to all the supervisors by hand, fax, email or other modes for ten days and <u>three days</u> in advance respectively. If delivery is not directly made, the receipt of the notice shall also be confirmed to the supervisors.</p> <p><u>The extraordinary meetings of the supervisory committee may be convened with a written notice one day in advance if it is necessary to hold an extraordinary meeting of the supervisory committee in case of emergencies.</u></p>
<p align="center">3</p>	<p>Article 9 The notice of meetings of the Supervisory Committee shall include the following content at least:</p> <p>(I) the time, venue and duration of the meeting;</p> <p><u>(II) matters (meeting proposal) to be considered;</u></p> <p>.....</p>	<p>Article 9 The notice of meetings of the Supervisory Committee shall include the following content at least:</p> <p>(I) the time, venue and duration of the meeting;</p> <p><u>(II) reasons and topics;</u></p> <p>.....</p>

APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

<p align="center">4</p>	<p>Article 17 The personnel of the supervisory committee office shall make full minutes for the on-site meetings. The minutes of the meeting shall include the following:</p> <p>.....</p> <p><u>In respect of the meeting of the supervisory committee convened by telecommunication, the supervisory committee office shall put the minutes in order with reference to the aforesaid stipulations.</u></p>	<p>Article 17 The personnel of the supervisory committee office shall make full minutes for the on-site meetings. The minutes of the meeting shall include the following:</p> <p>.....</p> <p><u>Delete: In respect of the meeting of the supervisory committee convened by telecommunication, the supervisory committee office shall put the minutes in order with reference to the aforesaid stipulations.</u></p>
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APPENDIX II AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

<p align="center">5</p>	<p>Article 20 If supervisors have any opinion or disagree with the minutes and resolutions, they shall send their written explanations to the supervisory committee office within three (3) days. When necessary, supervisors shall report to the regulatory authorities and may also make public statements.</p> <p>If mistakes and omissions made by staff of the supervisory committee office in the meeting minutes, the recording staff shall make correction accordingly, and supervisors shall sign on the corrected meeting minutes and resolutions.</p> <p>Where a supervisor neither confirms with signature as stipulated by the preceding two paragraphs nor give the written explanation for his different opinions or report to the supervisory authorities or give public statement, it shall be deemed that the supervisor agrees with the minutes and resolutions.</p>	<p>Article 20 If supervisors have any opinion or disagree with the minutes and resolutions, they shall send their written explanations to the supervisory committee office within three (3) days. When necessary, supervisors shall report to the regulatory authorities and may also make public statements.</p> <p>If mistakes and omissions made by staff of the supervisory committee office in the meeting minutes, the recording staff shall make correction accordingly, and supervisors shall sign on the corrected meeting minutes and resolutions.</p> <p>Where a supervisor neither confirms with signature as stipulated by the preceding two paragraphs nor give the written explanation for his different opinions or report to the supervisory authorities or give public statement, it shall be deemed that the supervisor agrees with the minutes and resolutions.</p> <p><u>The supervisory committee shall review the regular reports prepared by the Board in accordance with the regulations and provide written opinions. The supervisors shall sign the written confirmation opinions.</u></p>
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Except for the above amendments, other contents of the Articles of Association and its appendices remain unchanged.

NOTICE OF AGM

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 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2022 annual general meeting (the “AGM”) of Chongqing Iron & Steel Company Limited (the “Company”) will be held at 2:00 p.m. on Wednesday, 28 June 2023 at Chongqing Iron & Steel Conference Center, No. 2 Jiangnan Avenue, Jiangnan Street, Changshou District, Chongqing, the PRC, for the purpose of considering and, if thought fit, passing the following resolution of the Company.

ORDINARY RESOLUTIONS

RESOLUTION ADOPTING NON-CUMULATIVE VOTING

1. The report of the board of directors for the year 2022
2. The report of the supervisory committee for the year 2022
3. The final financial accounts report for the year 2022
4. The 2022 annual report (full text and summary)
5. The profit distribution plan for the year 2022
6. The proposal on the annual plan for the year 2023
7. The proposal for the appointment of accounting firm of the Company for the year 2023

NOTICE OF AGM

8. The proposal on the election of Mr. Lin Changchun as a director of the ninth session of the board of directors
9. The proposal on the amendments to the Articles of Association and its appendices

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

Chongqing, the PRC, 29 May 2023

As at the date of this announcement, the Directors of the Company are: Mr. Xie Zhixiong (Executive Director), Mr. Meng Wenwang (Executive Director), Mr. Zou An (Executive Director), Mr. Song De An (Non-executive Director), Mr. Zhou Ping (Non-executive Director), Mr. Sheng Xuejun (Independent Non-executive Director), Mr. Zhang Jinruo (Independent Non-executive Director) and Mr. Guo Jiebin (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 28 June 2023 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

The register of members of the Company will be closed from 23 June 2023 to 28 June 2023 (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, before 4:30 p.m. on 21 June 2023.

III. PROXIES

1. Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies (whether he/she is a shareholder or not) to attend and vote at the meeting on his/her behalf. Each shareholder (or his/her proxy) shall have one vote for each share held.
2. To be valid, the instrument appointing a proxy shall be in writing under the hand of the appointer or his/her 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 27 June 2023.

NOTICE OF AGM

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 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 218, Management Building of the Company, No. 2 Jiangnan Avenue, Jiangnan Street,
Changshou District, Chongqing

Postal Code: 401258

Tel: (86) 23 6898 3482

Fax: (86) 23 6887 3189

Contact Person: Peng Guoju/Ji Hong