
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 form of proxy 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) BY-ELECTION OF DIRECTORS;
(2) BY-ELECTION OF SUPERVISOR;
AND
(3) NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

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 Thursday, 19 September 2024 at Chongqing Iron & Steel Conference Centre, No. 2 Jiangnan Avenue, Jiangnan Street, Changshou District, Chongqing, the PRC is set out on pages 6 to 7 of this circular. The form of proxy for use at the EGM is enclosed with this circular.

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 form of proxy 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 17M 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 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.

30 August 2024

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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
“Board”	the board of Directors of the Company
“Company”	Chongqing Iron & Steel Company Limited, a company incorporated in PRC with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the 2024 first extraordinary general meeting (or any adjournment thereof) of the Company to be convened at Chongqing Iron & Steel Conference Centre, No. 2 Jiangnan Avenue, Jiangnan Street, Changshou District, Chongqing, the PRC at 2:30 p.m. on Thursday, 19 September 2024, for the purpose of considering and, if thought fit, approving, among other things, the resolutions on the by-election of Directors and supervisor
“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”	26 August 2024
“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 Director:

Mr. Meng Wenwang

Non-executive Directors:

Mr. Song De An

Mr. Lin Changchun

Mr. Zhou Ping

Registered office:

No. 2 Jiangnan Avenue

Jiangnan Street

Changshou District

Chongqing, the PRC

(Postal Code: 401258)

Independent Non-executive Directors:

Mr. Sheng Xuejun

Ms. Tang Ping

Mr. Guo Jiebin

30 August 2024

To the Shareholders

Dear Sir or Madam,

**(1) BY-ELECTION OF DIRECTORS;
(2) BY-ELECTION OF SUPERVISOR;
AND
(3) NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 19 September 2024 in relation to the by-election of Directors and supervisor.

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

LETTER FROM THE BOARD

II. BY-ELECTION OF DIRECTORS

On 22 August 2024, as recommended by the Shareholders and considered by the nomination committee under the Board, the Company convened the third meeting of the tenth session of the Board in writing, at which the “Resolution on the By-election of Directors of the Tenth Session of the Board” was considered and approved, agreeing to elect Mr. Wang Huxiang and Mr. Kuang Yunlong as directors of the tenth session of the Board of the Company, with their term of office being the same as that of the tenth session of the Board.

The nomination committee under the Board had carefully reviewed the curriculum vitae and relevant information of Mr. Wang Huxiang and Mr. Kuang Yunlong and is of the view that Mr. Wang Huxiang and Mr. Kuang Yunlong have the required educational background, professional knowledge and skills, management experience, and currently sound physical condition to meet the requirements of the positions they hold, and that they possess the corresponding qualifications and conditions to exercise their authority. The committee agreed to nominate Mr. Wang Huxiang and Mr. Kuang Yunlong as directors of the tenth session of the Board and submitted the resolution to the Board for consideration.

The above-mentioned resolution for the by-election of Directors is subject to consideration at the EGM and will be submitted to the EGM for consideration in a timely manner in accordance with the legal procedures.

The biographical details of the aforesaid candidates of Directors are set out in the Appendix I to this circular.

III. BY-ELECTION OF SUPERVISOR

On 22 August 2024, the Company convened the third meeting of the tenth session of the supervisory committee in writing, at which the “Resolution on the By-election of Mr. Guo Liang as the Shareholder Representative Supervisor of the Tenth Session of the Supervisory Committee” was considered and approved, agreeing to elect Mr. Guo Liang as the shareholder representative supervisor of the tenth session of the supervisory committee, with his term of office being the same as that of the tenth session of the supervisory committee.

The above-mentioned resolution for the by-election of supervisor is subject to consideration at the EGM and will be submitted to the EGM for consideration in a timely manner in accordance with the legal procedures.

The biographical details of the aforesaid candidate of supervisor are set out in the Appendix II to this circular.

LETTER FROM THE BOARD

IV. EGM

The EGM will be held at 2:30 p.m. on Thursday, 19 September 2024 at Chongqing Iron & Steel Conference Centre, No. 2 Jiangnan Avenue, Jiangnan Street, Changshou District, Chongqing, the PRC, at which relevant resolutions will be proposed to approve, among other things, the by-election of Directors and supervisor. Notice of the EGM is set out on pages 6 to 7 of this circular.

The form of proxy 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 form of proxy in accordance with the instructions printed thereon and return the same to the Company's H share registrar in Hong Kong, 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 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 adjournment thereof should you so desire.

V. RECOMMENDATION

The Board considers that the above by-election of Directors and supervisor are in the best interests of the Company and the Shareholders as a whole, and recommends that all Shareholders vote in favour of the relevant resolutions to be proposed at the EGM.

VI. ADDITIONAL INFORMATION

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

By Order of the Board
Chongqing Iron & Steel Company Limited
Meng Wenwang
Director

APPENDIX I THE CANDIDATES OF DIRECTORS AND THEIR BIOGRAPHIES

Wang Huxiang, male, born in April 1970, is a senior engineer. Mr. Wang currently serves as the secretary of the CPC committee of Chongqing Iron & Steel Company Limited. He successively served as the director of the technology department, the director of the steelmaking plant, the general manager of the wide plate division, the vice president, the senior vice president, the safety director, the president, the deputy secretary of the CPC committee, a director, the vice chairman, the secretary of the CPC committee, and the chairman of Baowu Group Echeng Iron and Steel Co., Ltd. (寶武集團鄂城鋼鐵有限公司). Mr. Wang graduated from Wuhan Institute of Iron and Steel in 1992, majoring in iron and steel metallurgy, and obtained a master's degree in metallurgical engineering from Wuhan University of Science and Technology in 2002.

Kuang Yunlong, male, born in November 1984, is an accountant. Mr. Kuang successively served as the budget and performance manager of the business finance department of Shanghai Baosteel International Economic and Trade Co., Ltd. (上海寶鋼國際經濟貿易有限公司), the finance manager of the finance department of Zhengzhou Hongzhongbao Metal Processing Co., Ltd. (鄭州紅忠寶金屬加工有限公司), the finance manager of the finance department of Wuhan Baozhang Automobile Steel Parts Co., Ltd. (武漢寶章汽車鋼材部件有限公司), the finance manager of Baosteel Singapore Pte Ltd. (寶鋼新加坡有限公司), the deputy director (presiding over) and the director of the business finance department of Baowu Heavy Industries Co., Ltd. (寶武重工有限公司). Mr. Kuang graduated from the School of Accounting of Zhongnan University of Economics and Law in 2007, majoring in financial management, with a bachelor's degree in management.

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 they have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

The amount of remuneration and the basis for calculating the remuneration of the aforesaid candidates will be determined in the remuneration packages to be considered at a subsequent general meeting. Corresponding service contracts will be entered into between the aforesaid candidates and the Company upon the approval at the EGM.

Save as disclosed above, as at the Latest Practicable Date, the aforesaid candidates do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

No other information relating to the appointment of the aforesaid candidates is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there are no other matters that need to be brought to the attention of the shareholders of the Company.

Guo Liang, male, born in September 1969, is a professor-level senior engineer. Mr. Guo currently serves as the vice president, the director of the operation and management center, the director of the technology research center, the director of the technology institute, the director of the safety supervision department, and the director of the energy and environmental protection department of Baowu Group Zhongnan Iron & Steel Co., Ltd. (寶武集團中南鋼鐵有限公司). Mr. Guo successively served as the technical equipment section chief and the deputy director of Shaogang Songshan Power Plant (韶鋼松山動力廠), the deputy manager of the equipment and spare parts department, the director of the planning and control department, the director of the materials and spare parts department, and the director of the equipment management department of Shaogang Songshan, the leader of the equipment management special promotion group and the leader of the intelligent manufacturing special working group of Shaogang Songshan, an executive director of Guangdong Shaogang Engineering Technology Co., Ltd. (廣東韶鋼工程技術有限公司), the director of the energy and environmental protection department of Shaogang Songshan, the deputy general manager and the vice president of Shaogang Songshan, the senior vice president of ZNGF, and the chairman of Guangdong Shaogang Linde Gas Co., Ltd. (廣東韶鋼林德氣體有限公司). Mr. Guo graduated from Central South University of Technology in 1992, majoring in equipment engineering and management, and subsequently obtained a master's degree in mechanical engineering from Wuhan University of Science and Technology.

Save as disclosed above, the aforesaid candidate 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.

The amount of remuneration and the basis for calculating the remuneration of the aforesaid candidate will be determined in the remuneration packages to be considered at a subsequent general meeting. A corresponding service contract will be entered into between the aforesaid candidate and the Company upon the approval at the EGM.

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

No other information relating to the appointment of the aforesaid candidate is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules. Save as disclosed herein, there are no other matters that need to be brought to the attention of the shareholders of the Company.

NOTICE OF EGM

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 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2024 first extraordinary general meeting (the “EGM”) of Chongqing Iron & Steel Company Limited (the “**Company**”) will be held at 2:30 p.m. on Thursday, 19 September 2024 at Chongqing Iron & Steel Conference Centre, No. 2 Jiangnan Avenue, Jiangnan Street, Changshou District, Chongqing, the PRC, for the purpose of considering and, if thought fit, passing the following resolutions of the Company.

ORDINARY RESOLUTIONS

RESOLUTION ADOPTING NON-CUMULATIVE VOTING

- 1 Resolution in relation to the by-election of Mr. Guo Liang as the shareholder representative supervisor of the tenth session of the supervisory committee

RESOLUTIONS ADOPTING CUMULATIVE VOTING

- 2 Resolutions in relation to the by-election of directors of the tenth session of the board of directors
 - 2.01 By-election of Mr. Wang Huxiang as the director of the tenth session of the board of directors
 - 2.02 By-election of Mr. Kuang Yunlong as the director of the tenth session of the board of directors

By order of the Board
Chongqing Iron & Steel Company Limited
Meng Wenwang
Director

Chongqing, the PRC, 30 August 2024

As at the date of this announcement, the Directors of the Company are: Mr. Meng Wenwang (Executive Director), Mr. Song De An (Non-executive Director), Mr. Lin Changchun (Non-executive Director), Mr. Zhou Ping (Non-executive Director), Mr. Sheng Xuejun (Independent Non-executive Director), Ms. Tang Ping (Independent Non-executive Director) and Mr. Guo Jiebin (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 19 September 2024 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

The register of members of the Company will be closed from 13 September 2024 to 19 September 2024 (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 Registrars of the Company, before 4:30 p.m. on 12 September 2024.

III. PROXIES

1. Any shareholder entitled to attend and vote at the EGM 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 form of proxy 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 EGM (or appointed for voting), i.e. by no later than 2:30 p.m. on 18 September 2024.
3. For the shareholders appointing more than one proxy, such proxies of shareholders can only exercise the voting right by way of poll.

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: Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
4. Office of the board of directors of Chongqing Iron & Steel Company Limited

Address: Room 412, 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