



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)

REVISED FORM OF PROXY FOR CLASS MEETING OF H SHAREHOLDERS to be held at 2:00 p.m. (or immediately after the conclusion or adjournment of the Class Meeting of A Shareholders) on Monday, 10 December 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

Important: This revised form of proxy (the "**Revised Form of Proxy**") supersedes the form of proxy (the "**Original Form of Proxy**") which has been despatched to the shareholders of the Company together with the Notice of Class Meeting of H Shareholders (the "**Meeting**") on 25 October 2012. Shareholders who have already lodged the Original Form of Proxy should note that the Original Form of Proxy shall be invalid for use at the Meeting and must lodge the Revised Form of Proxy with the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by not later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof.

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** (as defined below) ^(Note 3) or _____ of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Class Meeting of H Shareholders (or at any adjournment thereof) (the "**Meeting**") of the Company to be held at 2:00 p.m. (or immediately after the conclusion or adjournment of the Class Meeting of A Shareholders) on Monday, 10 December 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 for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting 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.

(Please indicate clearly your choice of "for", "against" or "abstain" for the following resolutions)

No.	Matters for consideration	FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
SPECIAL RESOLUTIONS				
1.	Proposal of the Proposed Acquisition, Fundraising and connected transactions be voted upon item by item			
1.1	compensation for Environmental Relocation losses be and is hereby approved			

No.	Matters for consideration	FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
SPECIAL RESOLUTIONS				
1.2	Acquisition Consideration of the Target Assets be and is hereby approved			
1.3	proposal on assumption of certain liabilities in respect of the Target Assets be and is hereby approved			
1.4	proposal on payment of Cash Consideration be and is hereby approved			
1.5	type and the nominal value of Shares to be issued regarding the Proposed Acquisition be and is hereby approved			
1.6	target subscriber regarding the Proposed Acquisition be and is hereby approved			
1.7	price determination reference date regarding issuance of Consideration Shares to the Parent Company be and is hereby approved			
1.8	Issue Price and pricing basis regarding issuance of Consideration Shares to the Parent Company be and is hereby approved			
1.9	number of Shares to be issued and way of subscription regarding issuance of Consideration Shares to the Parent Company be and is hereby approved			
1.10	lock-up period arrangement regarding issuance of Consideration Shares to the Parent Company be and is hereby approved			
1.11	place of listing regarding issuance of Consideration Shares to the Parent Company be and is hereby approved			
1.12	use of the Target Assets from the Reference Date to the Completion Date be and is hereby approved			
1.13	arrangement with regard to the profit/loss in respect of the Target Assets from the Reference Date to the Completion Date be and is hereby approved			
1.14	arrangement with regard to the undistributed cumulated profits before the issue of the Consideration Shares be and is hereby approved			
1.15	personnel placement be and is hereby approved			
1.16	type and nominal value of Shares to be issued regarding Fundraising be and is hereby approved			
1.17	target subscribers regarding Fundraising be and is hereby approved			
1.18	price determination reference date regarding Fundraising be and is hereby approved			

No.	Matters for consideration	FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
SPECIAL RESOLUTIONS				
1.19	issue price and pricing basis regarding Fundraising be and is hereby approved			
1.20	number of Shares to be issued and way of subscription regarding Fundraising be and is hereby approved			
1.21	lock-up period arrangement regarding Fundraising be and is hereby approved			
1.22	place of listing regarding Fundraising be and is hereby approved			
1.23	arrangement with regard to the undistributed cumulated profits before the share issue regarding Fundraising be and is hereby approved			
1.24	use of proceeds regarding Fundraising be and is hereby approved			
1.25	validity of the resolutions regarding the Material Assets Reorganisation and the Fundraising be and is hereby approved			
2.	Report (draft) and its summary be and is hereby approved			
3.	Proposal in relation to agreements between the Company and the Parent Company to enter into the “Agreement” and the “Supplemental Agreement” be and is hereby approved			

Signature(s)^(Note 5) : _____

Date: _____

Notes:

1. Full name(s) and address(es) as registered in the register of members must be inserted in **BLACK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of H Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to be related to all the Shares registered in your name(s).
3. 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(ies) in the space provided in **BLACK CAPITALS**. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **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" and those votes will be counted in the calculation of the required majority of that resolution. 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.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. If the appointer is a legal person, this form of proxy shall be affixed with the seal of the legal person or signed by its director(s) or duly authorised representative(s). If the appointer is a joint holder, this form of proxy shall be signed by the shareholder whose name stands first among such joint shareholders in the register of members.
6. Any shareholder entitled to attend and vote at the Meeting 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.
7. If this form of proxy is signed by a person who is authorised by the appointer, the power of attorney or other authority under which it is signed must be notarized by a notary public. Such notarized power of attorney or other authority, together with this form of proxy, must be deposited at the Company's H share registrars and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by not later than 24 hours before the time appointed for holding the Meeting in order to be valid.
8. 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.
9. 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 or cast all his votes "for" or "against" the resolution (if applicable).
10. This form of proxy shall not preclude the appointer to attend the Meeting to attend the Meeting in person and to vote thereat. In such event, the appointment of the original proxy(ies) shall be void.