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**鞍鋼股份有限公司**

**ANGANG STEEL COMPANY LIMITED\***

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 0347)

**RESIGNATION OF COMPANY SECRETARY  
APPOINTMENT OF JOINT COMPANY SECRETARIES  
AND  
CHANGE OF AUTHORIZED REPRESENTATIVE**

The Board announces that with effect from 24 November 2015, (1) Mr. Ma Lianyong has resigned as the company secretary of the Company; (2) Mr. Zhang Jingfan and Mr. Kwok Siu Man have been appointed as the joint company secretaries of the Company; and (3) Mr. Ma Lianyong has ceased to act as and Mr. Zhang Jingfan has been appointed as an Authorized Representative.

**RESIGNATION OF COMPANY SECRETARY**

The board (the “**Board**”) of directors (the “**Directors**”) of Angang Steel Company Limited\* (the “**Company**”) hereby announces that Mr. Ma Lianyong (“**Mr. Ma**”) has resigned as the company secretary of the Company and secretary to the Board with effect from 24 November 2015 due to reassignment of position. Mr. Ma has confirmed that he has no disagreement with the Board and/or the Company, and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Ma for his valuable contribution to the Company during his tenure of service.

## APPOINTMENT OF JOINT COMPANY SECRETARIES

The Board is pleased to announce that Mr. Zhang Jingfan (“**Mr. Zhang**”) and Mr. Kwok Siu Man (“**Mr. Kwok**”) have been appointed as the joint company secretaries of the Company with effect from 24 November 2015. Mr. Zhang has also been appointed as secretary to the Board with effect from the same date.

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), an issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Pursuant to Rule 3.28 of the Listing Rules, an issuer must appoint a company secretary who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Mr. Zhang does not currently possess the qualifications of company secretary as required by Rule 3.28 of the Listing Rules. The Company has made an application to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”) for a period of three years from the date of the appointment of Mr. Zhang as a joint company secretary of the Company (the “**Waiver Period**”), on the conditions that: (i) Mr. Zhang will be assisted by Mr. Kwok during the Waiver Period; (ii) the Company will notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Zhang satisfies Rule 3.28 of the Listing Rules, having had the benefit of Mr. Kwok’s assistance such that a further waiver will not be necessary; and (iii) the Company will announce the details of the Waiver.

Mr. Zhang, aged 50, is currently an executive Director and the chief accountant of the Company and a professor-level senior accountant. Mr. Zhang graduated from the Harbin Institute of Technology (哈爾濱工業大學) in 1989 with a bachelor’s degree in management, and obtained a MBA degree in business administration from the Northeastern University (東北大學) in 2005. Mr. Zhang joined Anshan Iron and Steel Group Complex\* (“**Angang Holding**”), the immediate holding company of the Company, in 1989. Mr. Zhang has previously worked as the vice-head then head of the budgeting division of the Financial Planning Department of Angang Holding; vice-head then head of the Financial Planning Department of the Company; head of the Financial Affairs Department of Pangang Group Vanadium Titanium & Resources Co., Ltd.\* (攀鋼集團釩鈦資源股份有限公司) (“**Pangang Vanadium & Titanium**”), a company listed on the Shenzhen Stock Exchange (stock code: 000629); and then as the vice-general manager, secretary to the board of directors, person-in-charge of financial affairs and manager of the Financial Affairs Department of Pangang Vanadium & Titanium and also concurrently served as a director of Angang Group Financial Company Limited\* (鞍鋼集團財務有限責任公司), Angang Group Hong Kong (Holdings) Limited and Angang Group Investment (Australia) Pty Ltd.

Mr. Kwok, aged 56, is the Head of Corporate Secretarial, Boardroom Corporate Services (HK) Limited and a director of Boardroom Share Registrars (HK) Limited. He has over 25 years' extensive legal, corporate secretarial and management experience gained at company secretary and other senior positions from companies overseas and in Hong Kong (including the Hang Seng Index Constituent and Hang Seng Mid-Cap 50 stock companies). Mr. Kwok is a fellow member of each of The Institute of Chartered Secretaries and Administrators and The Institute of Financial Accountants in England, the Institute of Public Accountants in Australia, The Hong Kong Institute of Chartered Secretaries (the "HKICS"), The Association of Hong Kong Accountants and The Hong Kong Institute of Directors and possesses professional qualifications in arbitration, taxation, financial planning, etc. Mr. Kwok holds a bachelor of arts degree and a post-graduate diploma in laws and has passed the Common Professional Examinations of England and Wales. Having been a director of the HKICS, he was the reviewer and the chief examiner of the "Hong Kong Company Secretarial Practice/Corporate Secretaryship" of the international qualifying examinations of the HKICS.

The Board would like to express its warmest welcome to Mr. Zhang and Mr. Kwok for taking up the appointments.

#### **CHANGE OF AUTHORIZED REPRESENTATIVE**

The Board also announces that Mr. Ma has ceased to be an authorized representative of the Company for the purpose of Rule 3.05 of the Listing Rules (the "**Authorized Representative**") with effect from 24 November 2015, and Mr. Zhang has been appointed as the Company's new Authorized Representative with effect from the same date.

By Order of the Board  
**ANGANG STEEL COMPANY LIMITED\***  
**Yao Lin**  
*Executive Director and Chairman of the Board*

Anshan City, Liaoning Province, the PRC  
24 November 2015

As at the date of this announcement, the Board comprises the following Directors:

*Executive Directors*

Yao Lin  
Wang Yidong  
Zhang Lifen  
Zhang Jingfan

*Independent Non-executive Directors*

Chen Fangzheng  
Qu Xuanhui  
Liu Zhengdong  
Chau Chi Wai, Wilton

\* For identification purposes only