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北京金隅集團股份有限公司

BBMG Corporation*

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2009)

**PROPOSED AMENDMENT TO THE RULES OF PROCEDURES FOR
MEETINGS OF THE BOARD OF DIRECTORS;
PROPOSED PUBLIC ISSUANCE OF CORPORATE BONDS;
AND
CLOSURE OF BOOKS FOR THE 2023 SECOND EXTRAORDINARY
GENERAL MEETING**

The board of directors (the “**Board**”) of BBMG Corporation* (the “**Company**”) announces that at the thirty-fifth meeting of the sixth session of the Board held on 30 October 2023, the Board considered and approved, among others, proposals on the proposed amendment to the rules of procedures for meetings of the board of directors of the Company (the “**Rules of Procedures for Meetings of the Board of Directors**”) and the proposed public issuance of corporate bonds (the “**Proposed Public Issuance of Corporate Bonds**”).

**PROPOSED AMENDMENT TO THE RULES OF PROCEDURES FOR MEETINGS
OF THE BOARD OF DIRECTORS**

In order to further improve the operational efficiency of the Board, the Company intends to increase the decision-making authority of the Board as stipulated in item (3) of the Article 6 of the Rules of Procedures for Meetings of the Board of Directors from “bidding of land for property development projects of which the individual transaction amount exceeds RMB3 billion” to that exceeds RMB5 billion (the “**Proposed Amendment**”) according to the Company’s current actual situation.

The Proposed Amendment is prepared in the Chinese language. The English translation is for reference only. In the event of any discrepancy between the Chinese and the English versions of the Proposed Amendment, the Chinese version shall prevail.

Details of the Proposed Amendment are as follows:

The current Rules of Procedures for Meetings of the Board of Directors	Amended Rules of Procedures for Meetings of the Board of Directors
<p>Article 6</p> <p>The approval authority of the board of directors on transactions of the Company is set out below:</p> <p>...</p> <p>(3) Transactions of which the individual transaction amount exceeds RMB500 million (including external investments (including entrustment of wealth management and entrusted loans, etc.), acquisition or disposal of assets; provision of financial assistance; restructuring of claims or liabilities; transferring or accepting the transfer of research and development projects; other transactions); projects of internal technical improvements and technical measures of the Company of which the individual transaction amount exceeds RMB1 billion; bidding of land for property development projects of which the individual transaction amount exceeds RMB3 billion.</p> <p>...</p>	<p>Article 6</p> <p>The approval authority of the board of directors on transactions of the Company is set out below:</p> <p>...</p> <p>(3) Transactions of which the individual transaction amount exceeds RMB500 million (including external investments (including entrustment of wealth management and entrusted loans, etc.), acquisition or disposal of assets; provision of financial assistance; restructuring of claims or liabilities; transferring or accepting the transfer of research and development projects; other transactions); projects of internal technical improvements and technical measures of the Company of which the individual transaction amount exceeds RMB1 billion; bidding of land for property development projects of which the individual transaction amount exceeds RMB3<u>5</u> billion.</p> <p>...</p>

The Proposed Amendment will be submitted to the 2023 second extraordinary general meeting (“**2023 Second EGM**”) to be held on 22 November 2023 (Wednesday) (or any adjournment thereof), as a special resolution for consideration and approval. The amended Rules of Procedures for Meetings of the Board of Directors will become effective on the date on which the resolution is passed at the 2023 Second EGM. The existing Rules of Procedures for Meetings of the Board of Directors of the Company will remain in force prior to the passing of the resolution at the 2023 Second EGM.

PROPOSED PUBLIC ISSUANCE OF CORPORATE BONDS

In order to further broaden the Company's financing channels, optimize its debt structure and reduce financing costs, the Company proposes to issue corporate bonds in the People's Republic of China ("PRC") by way of public issuance in one tranche or by multiple tranches to professional investors. The plan for the Proposed Public Issuance of Corporate Bonds was prepared in accordance with the relevant laws, regulations and regulatory documents, such as the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Securities Law of the People's Republic of China (《中華人民共和國證券法》) and the Measures for the Issuance of Corporate Bonds and Transaction Management (《公司債券發行與交易管理辦法》), the Company carried out an item-by-item comparison between the actual situation and the foregoing legal documents, and the Company believes that it satisfies the existing policies on corporate bonds and all the provisions on public issuance of corporate bonds to professional investors, and has the qualification for public issuance of corporate bonds to professional investors and taking into account the status quo of the Company, the issuance plan for the Proposed Public Issuance of Corporate Bonds was formulated. The actual scale of issuance and the phase(s) of issuance will be determined based on market conditions at the time of issuance. The following plan was formulated:

1. Types of securities in this public issuance

The type of securities to be issued is corporate bonds.

2. Scale of issuance

The Company intends to issue corporate bonds with a total par value of up to RMB10 billion (inclusive) in one or more tranches to professional investors in the PRC. The scale of issuance and methods for issuing the tranches will be determined within the aforementioned range according to the market conditions at the time of issuance.

3. Par value and issue price

The corporate bonds will be issued at par value of RMB100 each.

4. Maturity and variety of bonds

The corporate bonds shall have a maturity of not more than 10 years (inclusive), and such restriction is not applicable to the renewable corporate bonds. The corporate bonds may be of a single maturity variety or a mixture of multiple maturities. The variety and maturity composition of the corporate bonds shall be submitted to the 2023 Second EGM to authorize

the Board to determine based on the Company's capital requirements and the market conditions at the time of issuance.

5. Coupon rate

The coupon rate of the corporate bonds shall be submitted to the 2023 Second EGM to authorize the Board and the lead underwriter to determine based on the Company's capital requirements and the market conditions at the time of issuance.

6. Issuance method and issuance target

The issuance method shall be public offering and the issuance target shall be investors who meet the requirements of relevant laws and regulations.

7. Utilization of proceeds

Subject to the relevant laws and regulations, the proceeds from the corporate bonds are intended to be used to repay bank loans, bonds and other debt financing instruments and/or to supplement working capital of the Company. The specific use shall be submitted to the 2023 Second EGM to authorize the Board or any person authorized by the Board to determine in accordance with the financial position of the Company.

8. Arrangements for placing to shareholders

The corporate bonds are not available for preferential placement to shareholders of the Company.

9. Exchanges to be listed

The Company will apply for the listing and trading of the corporate bonds on the Shanghai Stock Exchange upon completion of the Proposed Public Issuance of Corporate Bonds.

10. Guarantee arrangement

Whether the Proposed Public Issuance of Corporate Bonds is guaranteed (and, if so, what type of guarantee will be used) shall be submitted to the general meeting to authorize the Board or any person authorized by the Board to determine (including, but not limited to, whether a guarantee will be provided, and if so, who the guarantor will be, what type of guarantee will be used and for what consideration, etc.).

11. Repayment guarantee measures

It is proposed to authorize the Board to take appropriate repayment guarantee measures in accordance with the requirements of relevant laws and regulations at the 2023 Second EGM in the event that the principal and interest of the bonds are not expected to be repaid as scheduled

or that the principal and interest are not repaid as scheduled when due, including but not limited to the following:

- (1) Not to distribute profits to shareholders;
- (2) Suspend capital expenditure projects such as major foreign investments, mergers and acquisitions;
- (3) Lower or suspend the salaries and bonuses of directors and officers; and
- (4) Not allow the transfer of the principal responsible persons of the Company in connection with the corporate bonds.

12. Validity of the resolution

The resolution in relation to the Proposed Public Issuance of Corporate Bonds at the 2023 Second EGM shall be valid within 12 months from the date of consideration and approval at the 2023 Second EGM.

Upon the consideration and approval by the Board, the proposal for the Proposed Public Issuance of Corporate Bonds will be submitted to the 2023 Second EGM as a special resolution for consideration and approval.

A circular containing, among other things, details of the Proposed Amendment and the proposed Public Issuance of Corporate Bonds together with a notice of the 2023 Second EGM and a form of proxy will be despatched to the shareholders as soon as practicable.

CLOSURE OF BOOKS FOR THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

The register of members for H shares of the Company will be closed from 17 November 2023 (Friday) to 22 November 2023 (Wednesday) (both days inclusive), no transfer of H shares of the Company will be registered during this period. Holders of H shares whose names appear on the register of members of the Company on 22 November 2023 (Wednesday) will be entitled to attend and vote at the 2023 Second EGM. For holders of H shares, in order to attend and vote at the 2023 Second EGM, all transfers accompanied by relevant share certificates of H shares must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 November 2023 (Thursday).

By order of the Board
BBMG Corporation*
Jiang Yingwu
Chairman

Beijing, the PRC, 27 October 2023

As at the date of this announcement, the executive directors of the Company are Jiang Yingwu, Gu Yu, Jiang Changlu and Zheng Baojin; the non-executive directors of the Company are Gu Tiemin and Wang Zhaojia; and the independent non-executive directors of the Company are Yu Fei, Liu Taigang, Hong Yongmiao and Tam Kin Fong.

** For identification purposes only.*