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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)

NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 second extraordinary general meeting (the “**2023 Second EGM**”) of BBMG Corporation* (the “**Company**”) will be held at Conference Room 6, 22nd Floor, Tower D, Global Trade Center, No. 36, North Third Ring East Road, Dongcheng District, Beijing 100013, the People's Republic of China (the “**PRC**”) on Wednesday, 22 November 2023 at 2:00 p.m. (or at any adjournment thereof) to consider and, if thought fit, approve the following resolutions:

SPECIAL RESOLUTION

1. To consider and, if thought fit, to approve the proposal on the proposed amendment to the Rules of Procedures for Meetings of the Board of Directors of the Company.

ORDINARY RESOLUTION

2. To consider and, if thought fit, to approve the proposal on the satisfaction of the conditions of the public issuance of corporate bonds (the “**Public Issuance of Corporate Bonds**”).

SPECIAL RESOLUTIONS

3. To consider and, if thought fit, to approve the proposal on the Public Issuance of Corporate Bonds by the Company.

“THAT

In order to further broaden the Company's financing channels, optimize its debt structure and reduce financing costs, the plan for the 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》), and taking into account the status quo of the Company, 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 up to RMB10 billion (inclusive) in one or more tranches to professional investors in the PRC. The scale of issuance and methods for 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 in this public issuance 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 of directors of the Company (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 of the Company

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 Public Issuance of Corporate Bonds.

10. Guarantee arrangement

Whether the Public Issuance of Corporate Bonds is guaranteed (and, if so, what type of guarantee will be used) shall be submitted to the 2023 Second EGM 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 at the 2023 Second EGM to take appropriate repayment guarantee measures in accordance with the requirements of relevant laws and regulations in the event that the principal and interest of the corporate 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 external investments, mergers and acquisitions;
- (3) Lower or suspend the salaries and bonuses of directors and senior management; 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 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.”

4. To consider and, if thought fit, to approve the proposal on authorization of the Board or the person(s) authorized by the Board to handle all matters related to the Public Issuance of Corporate Bonds at the 2023 Second EGM.

“THAT

In order to effectively coordinate the specific matters in the process of the Public Issuance of Corporate Bonds, to authorize the Board or the person(s) authorized by the Board at the 2023 Second EGM, on the basis of the issuance plan adopted at the 2023 Second EGM, to handle all matters related to the Public Issuance of Corporate Bonds, in line with the principle of maximization of the Company’s benefits, including but not limited to:

1. in accordance with the laws and regulations, relevant provisions of PRC’s regulatory authorities and the resolutions adopted at the 2023 Second EGM, as well as the Company and the bond market’s actual situation, to develop and adjust the specific plan on the corporate bonds, and revise and adjust the issuance terms of the corporate bonds, including but not limited to the specific issue size, term of bonds, bond variety, coupon rate of bonds and the way to determine it, the timing of the issuance, the issue method (including whether to issue by stages, and the quantity of issuance at each stage), whether to establish put-back provision and redemption provision and the specific content of such provisions, the guarantee arrangements, the deadline and way of principal and interest repayment, use of the proceeds, rating arrangements, debt repayment safeguards (including but not limited to the debt repayment safeguards under the plan of the public issuance), specific subscription methods, specific placing arrangements, the listing for the bonds and all matters related to the plan of the Public Issuance of Corporate Bonds;
2. to make the decision to hire intermediary institutions to assist the Company in handling the matters related to the declaration and listing for the Public Issuance of Corporate Bonds;
3. to select bond trustee(s) for the public issuance, sign bond trustee management agreement(s) and establish bondholders’ meeting rules;
4. to establish, approve, sign, modify and announce various legal documents related to the public issuance, and make appropriate supplement or adjustment to the declaration documents according to the requirements of regulatory authorities;

5. upon the completion of the Public Issuance of Corporate Bonds, to handle the listing for the corporate bonds under the Public Issuance of Corporate Bonds;
6. if changes take place to regulatory authorities' policies on the issuance of corporate bonds or the market conditions, to make corresponding adjustments to the matters related to the Public Issuance of Corporate Bonds according to the opinions of regulatory authorities, except for the matters that must be re-voted at the general meeting according to relevant laws, regulations and the articles of association, or to decide whether to continue implementing the Public Issuance of Corporate Bonds according to the actual situation;
7. to handle other matters related to the Public Issuance of Corporate Bonds.

It is proposed to authorize the Board at the 2023 Second EGM and to approve the Board to authorize the chairman or other persons authorized by the chairman as the authorized person(s) of the Public Issuance of Corporate Bonds to, on behalf of the Company, deal with the matters related to the Public Issuance of Corporate Bonds according to the resolution of the 2023 Second EGM and the authorization by the Board.

The foregoing authorization is valid from the date of consideration and approval at the 2023 Second EGM to the date when the abovementioned authorized matters are completed.”

By order of the Board
BBMG Corporation*
Jiang Yingwu
Chairman

Beijing, the PRC, 3 November 2023

Notes:

1. Details of Special Resolution No.1 are set out in the announcement of the Company dated 27 October 2023 and the circular of the Company dated 3 November 2023.
2. Additional Information for Ordinary Resolution No. 2:

According to the Company Law of the People's Republic of China (《中華人民共和國公司法》), Securities Law of the People's Republic of China (《中華人民共和國證券法》), Measures for the Issuance of Corporate Bonds and Transaction Management (《公司債券發行與交易管理辦法》), and other laws, regulations and regulatory documents, the Company carried out an item-by-item comparison between the actual situation and the foregoing laws, regulations and regulatory 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.

3. Pursuant to Rule 13.39(4) of the Listing Rules, votes of the shareholders at the 2023 Second EGM shall be taken by poll except where the chairman of the 2023 Second EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands.
4. Any shareholder entitled to attend and vote at the 2023 Second EGM is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
5. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority, must be deposited at the office of the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares as soon as possible and in any event not less than 24 hours before the time for holding of the meeting or any adjournment thereof.
6. Shareholders or their proxies shall present proofs of identities when attending the 2023 Second EGM.
7. The holders of A shares and H shares will vote as one class of shareholder. 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), during which no transfer of shares will be effected. Shareholders 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. In order to attend and vote at the 2023 Second EGM, all transfers accompanied by relevant share certificates 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).
8. Shareholders or their proxies attending the 2023 Second EGM are responsible for their own transportation and accommodation expenses.
9. As at the date of this notice, the executive directors of the Company are Jiang Yingwu, Gu Yu, Jiang Changlu and Zheng Baojin; the non-executive director of the Company is Gu Tiemin; and the independent non-executive directors of the Company are Yu Fei, Liu Taigang, Hong Yongmiao and Tam Kin Fong.