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北京金隅股份有限公司

BBMG Corporation*

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

**FRAMEWORK AGREEMENT IN RELATION TO POSSIBLE
RESTRUCTURING OF JIDONG DEVELOPMENT
AND
RESUMPTION OF TRADING OF A SHARES OF THE COMPANY**

This announcement is made by BBMG Corporation* (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**SFO**”).

FRAMEWORK AGREEMENT

The board of directors (the “**Directors**”) of the Company (the “**Board**”) is pleased to announce that on 15 April 2016, the Company entered into a framework agreement (the “**Framework Agreement**”) with State-owned Assets Supervision and Administration Commission of Tangshan* (唐山市人民政府國有資產監督管理委員會) (“**Tangshan SASAC**”) and Jidong Development Group Co., Ltd.* (冀東發展集團有限責任公司) (“**Jidong Development**”) in relation to (i) the possible acquisition of not less than 51% equity interests in Jidong Development by the Company (the “**Possible Equity Restructuring**”); and (ii) the possible injection of cement and concrete businesses into Tangshan Jidong Cement Co., Ltd.* (唐山冀東水泥股份有限公司) (“**Jidong Cement**”) by the Company and/or Jidong Development (the “**Possible Asset Restructuring**”, together with the Possible Equity Restructuring, the “**Possible Restructuring**”).

The Possible Equity Restructuring

Pursuant to the Framework Agreement, it is proposed that the Company shall acquire not less than 51% equity interests in Jidong Development by way of subscription of its registered capital or purchase of equity interests from its existing shareholders. The exact percentage of equity interests in Jidong Development to be acquired by the Company and the consideration thereof will be determined in a definitive equity restructuring agreement which may be entered into between the parties after arm's length negotiations based on the audit and valuation results of the owner's equity of Jidong Development as at 31 March 2016.

In the event that the Possible Equity Restructuring materializes, the Company will become the controlling shareholder of Jidong Development and in turn control Jidong Cement and Tangshan Jidong Equipment and Engineering Co., Ltd. (唐山冀東裝備工程股份有限公司) (“**Jidong Equipment**”).

The Possible Asset Restructuring

Pursuant to the Framework Agreement, it is proposed that Jidong Cement shall acquire certain businesses and assets relating to cement and concrete from the Company and/or Jidong Development, with the relevant consideration to be determined based on the audit and valuation results of the relevant assets as at 31 March 2016 and settled by cash and/or issuance of shares by Jidong Cement.

Deposit and Prepayment

According to the Framework Agreement, the Company shall pay to Jidong Development RMB3,000,000,000 (RMB1,000,000,000 as the deposit and the remaining RMB2,000,000,000 as the prepayment of consideration) for the Possible Equity Restructuring within two business days after all the conditions set out below are satisfied:

- (1) the Framework Agreement becomes effective;
- (2) Tangshan SASAC pledges all its equity interests in Jidong Development in favor of the Company as the guarantee for the deposit and prepayment; and
- (3) Jidong Development opens an escrow account and enters into a fund co-management agreement with the Company and escrow bank in accordance with the Framework Agreement.

The deposit and prepayment of RMB3,000,000,000 will be used to offset the total consideration for the Possible Equity Restructuring in the event definitive restructuring agreements become effective.

PARTIES TO THE POSSIBLE RESTRUCTURING

The Company is a joint stock company established under the laws of the People's Republic of China (the "PRC") with limited liability, the A shares of which are listed on the Shanghai Stock Exchange and the H shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company is principally engaged in the manufacture and sale of cement and modern building materials, property development, property investment, and provision of property management services.

Jidong Development is a company established under the laws of PRC with limited liability. As at the date of this announcement, Jidong Development is held by Tangshan SASAC as to 90% and by Zhongtai Trust Co., Ltd.* (中泰信托有限責任公司) as to 10%.

Jidong Cement is a joint stock company established under the laws of the PRC with limited liability, the A shares of which are listed on the Shenzhen Stock Exchange (stock code: 000401). As at the date of this announcement, Jidong Cement is held by Jidong Development as to 37.48%.

Jidong Equipment is a joint stock company established under the laws of the PRC with limited liability, the A shares of which are listed on the Shenzhen Stock Exchange (stock code: 000856). As at the date of this announcement, Jidong Equipment is held by Jidong Development as to 41.52%.

To the best knowledge, information and belief of the Directors and after making reasonable enquiries, each of Tangshan SASAC, Jidong Development, Jidong Cement and Jidong Equipment is a third party independent of the Company and its connected persons (as defined in the Listing Rules).

REASONS FOR THE POSSIBLE RESTRUCTURING

The reasons for the Possible Restructuring are to thoroughly implement the national strategic plan on the coordinated development of Beijing-Tianjin-Hebei, respond positively to the nation's supply-side structural reforms, propagate the policy of optimization and upgrading of industries and prevention and control of atmospheric pollution for the purpose of resolving excess production capacity and optimizing the industrial structure and composition of Beijing-Tianjin-Hebei, fostering the integration of regional resources, advancing the development of regional ecological civilization, improving the profitability, competitiveness and operation efficiency of state-owned enterprises in Tangshan and the Company, so as to achieve a full-scale consolidation in capital cooperation and resources on larger scales and higher levels.

IMPLICATION UNDER THE LISTING RULES

In the event that definitive restructuring agreements are entered into by the parties in relation to the Possible Restructuring after completion of the audit, valuation and due diligence procedures, the Possible Restructuring is expected to constitute a major transaction of the Company subject to the announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules. The Possible Asset Restructuring may also constitute a spin-off for the Company

requiring approval from the Stock Exchange pursuant to Practice Note 15 of the Listing Rules. The Company will make further announcements as and when appropriate in relation to any material development in the Possible Restructuring in accordance with the Listing Rules and the SFO.

RESUMPTION OF TRADING OF A SHARES OF THE COMPANY

Reference is made to the announcement of the Company dated 5 April 2016. At the request of the Company, trading in the A shares of the Company on the Shanghai Stock Exchange has been suspended with effect from 6 April 2016.

Application has been made by the Company to the Shanghai Stock Exchange for the resumption of trading of its A shares with effect from 18 April 2016.

As at the date of this announcement, the scope, consideration and other material terms of the Possible Restructuring are not yet determined. The Possible Restructuring is subject to the conclusion of definitive agreements and various regulatory and corporate approvals, and may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
BBMG Corporation*
Jiang Deyi
Chairman

Beijing, the PRC, 17 April 2016

As at the date of this announcement, the executive directors are Jiang Deyi, Wu Dong, Shi Xijun, Zhang Jianli, Zang Feng and Li Weidong; and the independent non-executive directors are Wang Guangjin, Tian Lihui, Tang Jun and Ngai Wai Fung.

** English translation denotes for identification purposes only*