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If you have sold or otherwise transferred all your shares in BBMG Corporation* (北京金隅集團股份有限公司), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, licensed corporation, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).


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)

- (1) PROPOSED AMENDMENT TO THE RULES OF PROCEDURES FOR
MEETINGS OF THE BOARD OF DIRECTORS;
(2) PROPOSED PUBLIC ISSUANCE OF CORPORATE BONDS;
AND
(3) NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING**

The 2023 Second EGM 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 PRC at 2:00 p.m., on Wednesday, 22 November 2023. Notice convening the 2023 Second EGM is set out on pages EGM-1 to EGM-5 of this circular. Proxy form for the 2023 Second EGM is enclosed in this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<https://www.bbm.com.cn/listco>). Shareholders who are eligible to attend and intend to appoint a proxy to attend the 2023 Second EGM shall complete and return the accompanying proxy form in accordance with the instructions printed thereon to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 24 hours before the time fixed for holding the 2023 Second EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2023 Second EGM or any adjourned meeting in person should you so desire. A letter from the Board is set out on pages 3 to 8 of this circular.

3 November 2023

* *English translation denotes for identification purpose only.*

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“2023 Second EGM”	the 2023 second extraordinary general meeting of the Company to 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 PRC at 2:00 p.m. on Wednesday, 22 November 2023;
“A Share(s)”	the ordinary share(s) with a par value of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange, and are subscribed for and traded in RMB;
“Board”	the board of Directors;
“Company”	BBMG Corporation* (北京金隅集團股份有限公司), a joint stock company with limited liability incorporated in the PRC, the shares of which are listed on the Shanghai Stock Exchange and the Main Board;
“Director(s)”	the director(s) of the Company;
“H Share(s)”	overseas listed foreign share(s) with a par value of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and are subscribed for and traded in Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	30 October 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Main Board”	the Main Board of the Stock Exchange;
“PRC”	the People’s Republic of China;
“Proposed Public Issuance of Corporate Bonds”	the proposed public issuance of corporate bonds in the PRC;
“RMB”	Renminbi, the lawful currency of the PRC;

LETTER FROM THE BOARD



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)

Executive Directors

Jiang Yingwu (*Chairman*)
Gu Yu
Jiang Changlu
Zheng Baojin

Registered Office:

Tower D, Global Trade Center
No. 36, North Third Ring East Road,
Dongcheng District, Beijing, the PRC

Non-Executive Director

Gu Tiemin

Principal place of business in Hong Kong:

Room 405, Kai Wong Commercial Building,
222 Queen's Road Central, Hong Kong

Independent Non-Executive Directors

Yu Fei
Liu Taigang
Hong Yongmiao
Tam Kin Fong

3 November 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED AMENDMENT TO THE RULES OF PROCEDURES FOR MEETINGS OF THE BOARD OF DIRECTORS;**
(2) PROPOSED PUBLIC ISSUANCE OF CORPORATE BONDS;
AND
(3) NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 27 October 2023 in relation to the Board's recommendation to make amendment to the Rules of Procedures for Meetings of the Board of Directors and the Proposed Public Issuance of Corporate Bonds.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with detailed information regarding (i) proposed amendment to the Rules of Procedures for Meetings of the Board of Directors; (ii) the Proposed Public Issuance of Corporate Bonds; and (iii) the notice convening the 2023 Second EGM so as to enable you to make an informed decision on whether to vote for or against the resolutions at the 2023 Second EGM.

2. 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.

At the thirty-fifth meeting of the sixth session of the Board held on 27 October 2023, the Board considered and approved, among others, the Proposed Amendment.

Notwithstanding the Proposed Amendment, the contents of the other chapters and articles of the Rules of Procedures for Meetings of the Board of Directors shall remain unchanged.

The Proposed Amendment will take effect subject to the approval at the 2023 Second EGM.

Details of the Proposed Amendment is set out in Appendix I to this circular.

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.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the Proposed Amendment comply with requirements of the Listing Rules and applicable laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendment for a company incorporated in the PRC and listed on the Stock Exchange.

3. PROPOSED PUBLIC ISSUANCE OF CORPORATE BONDS

At the thirty-fifth meeting of the sixth session of the Board held on 27 October 2023, the Board considered and approved, among others, the 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 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

LETTER FROM THE BOARD

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 offering

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.

LETTER FROM THE BOARD

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.

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 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 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.

LETTER FROM THE BOARD

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.

4. THE 2023 SECOND EGM

The 2023 Second EGM 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 PRC at 2:00 p.m., on Wednesday, 22 November 2023. Notice convening the 2023 Second EGM is set out on pages EGM-1 to EGM-5 of this circular.

Proxy form for the 2023 Second EGM is enclosed in this circular and published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (<https://www.bbmng.com.cn/listco>). Shareholders who are eligible to attend and intend to appoint a proxy to attend the 2023 Second EGM shall complete and return the proxy form in accordance with the instructions printed thereon to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 24 hours before the time fixed for holding the 2023 Second EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the 2023 Second EGM or any adjourned meeting in person should you so desire.

To determine the eligibility of the holders of H Shares to attend and vote at the 2023 Second EGM, the register of the holders of H Shares of the Company will be closed from Friday, 17 November 2023 to Wednesday, 22 November 2023 (both days inclusive). During this period, no transfer of H Shares will be registered. Any holder of the H Shares, whose name appears on the Company's register of the holders of H Shares on Wednesday, 22 November 2023, is entitled to attend and vote at the 2023 Second EGM. In order for the holders of H Shares to be qualified to attend and vote at the 2023 Second EGM, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H share registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 16 November 2023. For the notice of 2023 Second EGM applicable to holders of A Shares and the relevant form of proxy, please refer to the announcement of the Company dated 28 October 2023 on the Shanghai Stock Exchange.

5. VOTING BY WAY OF POLL

In accordance with the relevant provisions of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of 2023 Second EGM will be voted by poll.

LETTER FROM THE BOARD

6. RECOMMENDATIONS

The Board believes that the resolutions set out in the notice of the 2023 Second EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favour of the resolutions to be proposed as set out in the notice of 2023 Second EGM.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
BBMG Corporation*
Jiang Yingwu
Chairman

* *English translation denotes for identification purpose only.*

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 RMB3RMB5 billion.</p> <p>...</p>

NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING



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.

NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING

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.

NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING

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.

NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING

“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.

NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING

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

NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING

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.