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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2009 (the “**Annual General Meeting**”) of BBMG Corporation* (the “**Company**”) will be held at Conference Room 6, 22nd Floor, Tower D, Global Trade Centre, No. 36, North Third Ring East Road, Dongcheng District, Beijing 100013, the People's Republic of China at 2:30 p.m. on Tuesday, 29 June 2010 to consider and, if thought fit, approve the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and, if thought fit, to approve the granting of a general mandate to the board of directors of the Company (the “**Board**”) to issue, allot and deal with (1) additional Unlisted Shares not exceeding 20% of the Unlisted Shares in issue; and (2) additional H Shares not exceeding 20% of the H Shares in issue, and to authorise the Board to make such corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment and issue of the shares:

“THAT

- (A) (i) subject to paragraph 1(A)(iii) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Articles of Association of the Company and the applicable laws and regulations of the People's Republic of China (the “**PRC**”), the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Unlisted Shares and H Shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion of shares which might require the exercise of such powers be hereby generally and unconditionally approved;

- (ii) the approval of the exercise of the powers referred to in paragraph 1(A)(i) shall authorise the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion of shares which might require the exercise of such powers after the end of the Relevant Period;
- (iii) each of the aggregate number of Unlisted Shares and H Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph 1(A)(i) shall not exceed 20% of each of the aggregate number of Unlisted Shares and H Shares of the Company, respectively, in issue at the date of passing this resolution, otherwise than pursuant to (a) a Rights Issue; or (b) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company, in accordance with the relevant requirements of the Listing Rules, the Articles of Association of the Company and the applicable PRC laws and regulations; and
- (iv) for the purposes of this resolution:

“H Shares” means overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of The Stock Exchange of Hong Kong Limited.

“Unlisted Shares” means Domestic Shares and Unlisted Foreign Shares, where:

- (a) “Domestic Shares” are ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as fully paid up in Renminbi by PRC citizens and/or PRC incorporated entities; and
- (b) “Unlisted Foreign Shares” are ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as fully paid up in foreign currency by non-PRC nationals and/or non-PRC incorporated entities.

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or other applicable laws and regulations to be held; or
- (c) the revocation or variation of the authority given to the Board under this resolution by passing of a special resolution of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Board to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (B) The Board be authorised to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issue of shares as provided in paragraph 1(A)(i) of this resolution”

The Board may only exercise their authority as mentioned above in compliance with the relevant PRC laws and regulations, the Listing Rules, and with all necessary approvals from the relevant government authorities.

2. To consider and, if thought fit, to approve the proposed issue of the medium-term notes (the “Medium-term Notes”) in the PRC:

“THAT

- (A) subject to the conditions of the PRC bond market, the Company be authorised to issue the Medium-term Notes on the following major terms:

Issuer	:	The Company
Place of issue	:	The PRC
Size of issue	:	The aggregate principal amount will not be more than RMB3.4 billion. The Medium-term Notes will be registered all at once and will be issued in one or multiple tranches according to actual capital requirements.
Term of issue	:	5 years from the date of issue.
Interest rate	:	The interest rate will be determined with reference to the prevailing market conditions at the time of issue and upon negotiations with the lead underwriter(s), and subject to the approval of the relevant PRC regulatory authorities.
Target investors	:	All institutional investors participating in the PRC inter-bank market.

Use of proceeds : Including but not limited to supplement working capital and to satisfy other various capital needs of the Company and its subsidiaries.

Conditions precedent to the issue : (i) Approval of the issue of the Medium-term Notes by the shareholders by way of a special resolution at a general meeting of the Company; and
(ii) Acceptance of the Company's application for registration of the Medium-term Notes by the National Association of Financial Market Institutional Investors.

(B) a committee comprising any two executive directors of the Company be and is hereby authorised generally and unconditionally to handle all matters relating to the proposed issue of the Medium-term Notes, including but not limited to the following:

- (i) determine the details of the issue of the Medium-term Notes and to formulate and implement specific plan for the issue of the Medium-term Notes, including but not limited to the issue size of not more than RMB3.4 billion, the issue of the Medium-term Notes in tranche(s), the amount and period of each tranche, the maturity and method of repayment of the principal amounts and interest, the interest rates of the Medium-term Notes or the determination mechanism thereof, the provision of guarantees, the specific arrangements and the use of proceeds based on the actual situation in accordance with the use of proceeds described above and the selection of qualified professional institutions to participate in the issue of the Medium-term Notes;
- (ii) enter into all negotiations in relation to the issue of the Medium-term Notes, sign and execute all relevant agreements and other documents for and on behalf of the Company and comply with the relevant information disclosure procedures pursuant to the requirements of regulatory bodies and the Listing Rules (if necessary);
- (iii) apply for approvals to the relevant regulatory authorities in respect of the issue of the Medium-term Notes and make appropriate adjustments to the specific plan for the issue and terms of the Medium-term Notes in accordance with the feedback (if any) from the relevant regulatory authorities; and
- (iv) take all such actions as necessary and in the interest of the Company and to determine and make arrangements for all specific matters relating to the issue of the Medium-term Notes.

The authority granted to a committee comprising any two executive directors of the Company to deal with the above matters will remain effective for 24 months commencing from the date on which the resolution is considered and approved at the Annual General Meeting.”

3. To consider and, if thought fit, to approve the proposed amendments to the Articles of Association of the Company as set out in the circular of the Company dated 30 April 2010, and to authorise the Board to deal with on behalf of the Company the relevant filing and amendments (where necessary) procedures and other related issues arising from the amendments to the Articles of Association of the Company.

ORDINARY RESOLUTIONS

4. To consider and, if thought fit, to approve the report of the Board for the year ended 31 December 2009.
5. To consider and, if thought fit, to approve the report of the supervisory board of the Company for the year ended 31 December 2009.
6. To consider and, if thought fit, to approve the audited financial statements and the auditors' report of the Company for the year ended 31 December 2009.
7. To consider and, if thought fit, to approve the profit distribution proposal of the Company, namely, the proposal for distribution of a final dividend of RMB0.07 per share (before tax) in an aggregate amount of approximately RMB271.1 million for the year ended 31 December 2009, and to authorise the Board to implement the aforesaid distribution.
8. To consider and, if thought fit, to approve the re-appointment of Ernest & Young and Beijing Xinghua Certified Public Accountants Co., Ltd., as the international and domestic auditors of the Company for the year 2010, respectively, and to authorise the audit committee of the Board, comprising Messrs. Zhang Chengfu, Hu Zhanguang, Xu Yongmo, Zhou Yuxian and Yip Wai Ming, all being directors of the Company, to determine their remuneration.
9. To consider and, if thought fit, to authorise the remuneration and nomination committee of the Board, comprising Messrs. Jiang Weiping, Shi Xijun, Hu Zhaoguang, Zhang Chengfu and Xu Yongmo, all being directors of the Company, to determine the remuneration of all executive directors of the second session of the Board.
10. To consider, and if thought fit, to approve the appointment of Mr. Ma Weixin as the supervisor of the Company without receiving any remuneration but an annual subsidy of RMB50,000 (before tax) from the Company, and to authorise any executive director of the Company to sign a service contract with Mr. Ma Weixin for and on behalf of the Company.

11. To consider and, if thought fit, conditional upon passing of Resolution No.3 as set out in the notice dated 30 April 2010 of the Annual General Meeting, to approve the proposed amendment to the rules of procedure of the Board meeting adopted by the shareholders of the Company (the “Rules of Procedure”) as set out in the circular of the Company dated 30 April 2010, and to authorise the Board to deal with on behalf of the Company the relevant filing and amendments (where necessary) procedures and other related issues arising from the amendment to the Rules of Procedure.

By order of the Board
BBMG Corporation*
Jiang Weiping
Chairman

Beijing, the PRC, 30 April 2010

Notes:

- 1 Pursuant to Rule 13.39(4) of the Listing Rules, votes of the shareholders at the Annual General Meeting shall be taken by poll.
- 2 Any shareholder entitled to attend and vote at the Annual General Meeting 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.
- 3 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 headquarters of the Company at Room 2220, 22nd Floor, Tower D, Global Trade Centre, No.36, North Third Ring East Road, Dongcheng District, Beijing 100013, the People’s Republic of China (for holders of Domestic Shares and Unlisted Foreign Shares), or the office of 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 (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 appointed time for voting or any adjournment thereof.
- 4 Shareholders or their proxies shall present proofs of identities when attending the Annual General Meeting.
- 5 The register of members of the Company will be closed from 31 May 2010 (Monday) to 29 June 2010 (Tuesday) (both days inclusive), during which no transfer of shares will be effected. Shareholders whose name appears on the register of members of the Company at 4:30 p.m. on 28 May 2010 (Friday) will be entitled to attend and vote at the Annual General Meeting and be qualified for the proposed final dividend. In order to attend and vote at the Annual General Meeting and to qualify for the proposed final dividend, 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, and the Company’s Domestic Share Registrar, China Securities Depository and Clearing Corporation Limited, at 22nd Floor, Investment Plaza, No. 27, Financial Street, Xicheng District, Beijing 100032, the People’s Republic of China, respectively, not later than 4:30 p.m. on 28 May 2010 (Friday).

- 6 Shareholders entitled to attend the Annual General Meeting are requested to deliver the reply slip for attendance to the headquarters of the Company at Room 2220, 22nd Floor, Tower D, Global Trade Centre, No. 36, North Third Ring East Road, Dongcheng District, Beijing 100013, the People's Republic of China, by hand, by post or by fax (the Company's fax no.: (86) 10 6641 0889) not later than 20 days before the date of the Annual General Meeting. i.e. no later than 9 June 2010 (Wednesday).
- 7 Shareholders or their proxies attending the Annual General Meeting are responsible for their own transportation and accommodation expenses.
- 8 As at the date hereof, the executive directors are Jiang Weiping, Li Changli, Jiang Deyi, Shi Xijun, Wang Hongjun and Deng Guangjun; the non-executive director is Zhou Yuxian; and the independent non-executive directors are Hu Zhaoguang, Xu Yongmo, Zhang Chengfu and Yip Wai Ming.

* *for identification purpose only*