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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 EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of BBMG Corporation\* (the "Company") will be held at Conference Room 6, 22nd Floor, Tower D, Global Trade Center, No. 36, North Third East Road, Dongcheng District, Beijing, the People's Republic of China at 2:30 p.m. on 14 September 2010 to consider and, if thought fit, approve (without modifications) the following special resolutions:

**SPECIAL RESOLUTIONS**

1. **“THAT** conditional upon the obtaining of approvals from China Securities Regulatory Commission (the "CSRC") and other relevant regulatory authorities, the allotment and issue of A shares by the Company in the People's Republic of China (the "PRC") by way of initial public offering of A shares and the following terms and conditions of the proposed issue of 410,404,560 A shares by the Company to be listed on the Shanghai Stock Exchange (the "A Share Issue") for the implementation of a proposed merger of 河北太行水泥股份有限公司 (Hebei Taihang Cement Co., Ltd.\*) ("Taihang Cement") with the Company (the "Merger Proposal") be and are hereby approved one by one:
  - (1) Type of securities to be issued: A shares;
  - (2) Nominal value: RMB1.00 each;
  - (3) Number of A shares to be issued: 410,404,560 A shares;
  - (4) Target allottees: All the shareholders of Taihang Cement, other than the Company, (the "Taihang Cement Target Shareholders") (in the event that such Taihang Cement Target Shareholders accept the cash alternative provided under the Merger Proposal to the Taihang Cement Target Shareholders (other than 北京金隅集團有限責任公司 (BBMG Group Company Limited\*)) at a rate of RMB10.65 per share of Taihang Cement ("the Cash Alternative") and elect not to receive the A shares, in whole or in part, the provider(s) of the Cash Alternative);

\* *for identification purpose only*

- (5) Issue price: RMB9.00 per A share;
  - (6) Use of proceeds: All A shares would be issued to implement the Merger Proposal and the Company will not raise fund from the public by the A Share Issue;
  - (7) Undistributed profits: Upon completion of the A Share Issue, the existing and new shareholders of the Company will be entitled to share the Company's cumulative undistributed profits at the time of the A Share Issue;
  - (8) Place of listing: The Shanghai Stock Exchange. Both the domestic shares and unlisted foreign shares of the Company will be converted into A shares and listed on the Shanghai Stock Exchange and they will rank pari passu in all respects with other A shares, subject to applicable lock-up requirements;
  - (9) Validity period of this resolution: This resolution shall be valid for a period of 12 months from the date of passing of this resolution.”
2. “**THAT** conditional upon the obtaining of approvals from the CSRC and other relevant regulatory authorities, the approval from the shareholders of Taihang Cement and the passing of the above special resolution 1, the Merger Proposal entered into by the Company and Taihang Cement be and is hereby approved, and an agreement dated 6 July 2010 entered into between the Company and Taihang Cement in relation to the Merger Proposal which incorporates all the principal terms and conditions of the Merger Proposal in all material respects be and is hereby approved.”
  3. “**THAT** subject to the passing of the above special resolution 1 and conditional upon the completion of the A Share Issue, the proposed amendments to the articles of association of the Company (the “Articles”) as set out in Appendix II to the circular to be issued by the Company in respect of among other things, the A Share Issue and the Merger Proposal (the “Circular”) be and are hereby approved and shall come into effect upon listing of the A Shares of the Company on the Shanghai Stock Exchange and the board of directors of the Company (the “Board”) be and is hereby authorised to make further amendments which in its opinion may be necessary, desirable and expedient in accordance with the mandatory requirements of the applicable laws and regulations, and as the government authorities of the PRC may require, and to apply for approvals from the relevant government authorities after completion of the A Share Issue.”
  4. “**THAT** subject to the passing of the above special resolution 1 and conditional upon completion of the A Share Issue, the proposed amendments to the rules and procedures for shareholders’ general meeting as set out in Appendix III to the Circular be and are hereby approved and adopted as a schedule to the Articles and shall come into effect when the amendments to the Articles covered in above special resolution 3 become effective.”

5. “**THAT** subject to the passing of the above special resolution 1 and conditional upon completion of the A Share Issue, the proposed amendments to the rules and procedures for the meetings of the Board as set out in Appendix IV to the Circular be and are hereby approved and adopted as a schedule to the Articles and shall come into effect when the amendments to the Articles covered in above special resolution 3 become effective.”
6. “**THAT** subject to the passing of the above special resolution 1 and conditional upon completion of the A Share Issue, the proposed amendments to the rules and procedures for supervisory committee of the Company as set out in Appendix V to the Circular be and are hereby approved and adopted as a schedule to the Articles and shall come into effect when the amendments to the Articles covered in above special resolution 3 become effective.”
7. “**THAT** the Board be and is authorised to handle all matters relating to implementation of the A Share Issue and the Merger Proposal, including but not limited to:
  - (1) the Board and its authorised executive directors be and are authorised to handle the review, registration, filing, approval and consent procedures in relation to the A Share Issue and the Merger Proposal with onshore and offshore regulatory departments and authorities; draft, amend, execute and submit all necessary documents (including but not limited to the merger proposal, offering circular and any related announcements); contracts or agreements (including but not limited to underwriting agreement, listing agreement) in relation to the A Share Issue and the Merger Proposal with onshore and offshore regulatory departments and authorities; to effect and carry out necessary formalities (including but not limited to listing application with the Shanghai Stock Exchange); to handle all registration and filing procedures in relation to the amendments to the Articles and the changes in the registered capital of the Company following completion of the A Share Issue and the Merger Proposal; as well as to determine and deal with all other necessary or appropriate actions or matters in relation to the implementation of the A Share Issue and the Merger Proposal;
  - (2) the Board be and is authorised to amend and make appropriate adjustment to the concrete plan for the A Share Issue and the Merger Proposal in accordance with the feedback from the relevant onshore and offshore regulatory authorities and the actual situation of the Company;
  - (3) the Board and its authorised executive directors be and are authorised to revise and modify the Articles and its schedules in accordance with the feedback from the relevant regulatory authorities and to prepare and/or revise other corporate governance documents of the Company; and
  - (4) the Board be and is authorised to handle other concrete matters in relation to the A Share Issue and the Merger Proposal.”

This resolution shall be valid for a period of 12 months from the date of passing of this resolution

By order of the Board  
**BBMG Corporation\***  
**Jiang Weiping**  
*Chairman*

Beijing, the PRC, 30 July 2010

*Notes:*

- 1 Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, votes of the shareholders of the Company at the EGM shall be taken by poll.
- 2 Any shareholder of the Company entitled to attend and vote at the 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.
- 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 Center, 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 EGM.
- 5 In order to determine the list of the shareholders of the Company who are entitled to attend the EGM, the register of members of the Company will be closed from 16 August 2010 to 14 September 2010 (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 13 August 2010 will be entitled to attend and vote at the EGM. In order to attend and vote at the EGM, all transfers accompanied by relevant share certificates must be lodged with 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, Beijing Financial Street, Xicheng District, Beijing 100032, the People's Republic of China, respectively, not later than 4: 30 p.m. on 13 August 2010.
- 6 Shareholders entitled to attend the EGM are requested to deliver the reply slip for attendance to the headquarters of the Company at Room 2220, 22nd Floor, Tower D, Global Trade Center, 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 EGM. i.e. no later than 25 August 2010 (Wednesday).
- 7 Shareholders or their proxies attending the EGM 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.