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China National Materials
Company Limited

*(a joint stock company incorporated in the People’s Republic of China with limited liability)
(Stock code: 01893)*

**ANNOUNCEMENT
POLL RESULTS OF
(1) THE SINOMA EXTRAORDINARY GENERAL MEETING
AND
(2) THE SINOMA H SHAREHOLDERS’ CLASS MEETING
HELD ON WEDNESDAY, 6 DECEMBER 2017
RELATING TO THE MERGER OF CNBM AND SINOMA**

Reference is made to the merger document (the “**Merger Document**”) jointly issued by China National Materials Company Limited (the “**Company**” or “**Sinoma**”) and China National Building Material Company Limited (“**CNBM**”), the notice of Sinoma EGM and the notice of Sinoma H Shareholders’ Class Meeting, each dated 20 October 2017. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Merger Document.

Sinoma’s Board is pleased to announce that the Sinoma EGM and the Sinoma H Shareholders’ Class Meeting were held at 9:30 a.m. and 10:30 a.m. respectively, on Wednesday, 6 December 2017 at No. 2 meeting room on the 6th Floor, Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the PRC.

At the Sinoma EGM and the Sinoma H Shareholders' Class Meeting, the proposed resolutions set out in the notice of Sinoma EGM and the notice of Sinoma H Shareholders' Class Meeting were voted by poll and all of them were duly passed.

POLL RESULTS OF THE SINOMA EGM

As at the date of the Sinoma EGM, the total number of issued shares of Sinoma was 3,571,464,000, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the Sinoma EGM.

There were no Sinoma Shares entitling the holders to attend and vote only against the resolutions proposed at the Sinoma EGM and there were no restrictions on any shareholder casting votes on the resolutions proposed at the Sinoma EGM. No party has stated its intention to vote against the resolutions proposed at the Sinoma EGM or to abstain from voting.

The holding of the Sinoma EGM was in compliance with the requirements of the Company Law of the PRC and Sinoma's Articles. The Sinoma EGM was chaired by Mr. Liu Zhijiang, the chairman of Sinoma's Board.

In compliance with the requirements of the Listing Rules and Rule 2.9 of the Takeovers Code, Computershare Hong Kong Investor Services Limited, Sinoma's H share registrar, acted as scrutineer for the vote-taking at the Sinoma EGM.

The poll results in respect of the resolutions proposed at the Sinoma EGM are as follows:

SPECIAL RESOLUTIONS		Number of Valid Votes (%)	
		For	Against
1.	To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 8 September 2017 entered into between Sinoma and CNBM and the Merger and the transactions contemplated under the Merger Agreement.	3,056,152,723 (99.78%)	6,647,143 (0.22%)
As more than two-thirds (2/3) of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

2.	To consider and, if thought fit, to approve that any director of Sinoma be authorized to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as they may consider necessary, appropriate, expedient and in the interest of Sinoma to give effect to and in connection with any transactions contemplated under the Merger Agreement.	3,062,439,866 (99.99%)	360,000 (0.01%)
As more than two-thirds (2/3) of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
ORDINARY RESOLUTION		Number of Valid Votes (%)	
		For	Against
1.	To consider and, if thought fit, to approve the adoption of the share option incentive scheme of Sinoma International Engineering Co., Ltd. (amended draft), which is as described in the summary circulated to the shareholders of Sinoma.	2,893,602,374 (94.46%)	169,811,452 (5.54%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

POLL RESULTS OF THE SINOMA H SHAREHOLDERS' CLASS MEETING

The resolution proposed at the Sinoma H Shareholders' Class Meeting will be passed if (i) such resolution is approved by at least 75% of the votes attaching to the disinterested shares held by the Independent Sinoma H Shareholders that are cast either in person or by proxy at the Sinoma H Shareholders' Class Meeting; and (ii) the number of votes cast against such resolution at the Sinoma H Shareholders' Class Meeting is not more than 10% of the votes attaching to all disinterested shares held by the Independent Sinoma H Shareholders.

As at the date of the Sinoma H Shareholders' Class Meeting, the total number of Sinoma H Shares in issue was 1,164,148,115. Sinoma Investment (Hong Kong) Co., Ltd, a wholly-owned subsidiary of Sinoma Parent holding 8,000,000 Sinoma H Shares, abstained from voting on the resolution proposed at the Sinoma H Shareholders' Class Meeting. Accordingly, the total number of Sinoma H Shares entitling the holders to attend and vote for or against the resolution proposed at Sinoma H Shareholders' Class Meeting was 1,156,148,115.

There were no Sinoma H Shares entitling the holders to attend and vote only against the resolution proposed at the Sinoma H Shareholders' Class Meeting and save as disclosed above, there were no restrictions on any Sinoma H Shareholder casting votes on the resolution proposed at the Sinoma H Shareholders' Class Meeting. No party has stated its intention to vote against the resolution proposed at the Sinoma H Shareholders' Class Meeting or to abstain from voting.

The holding of the Sinoma H Shareholders' Class Meeting was in compliance with the requirements of the Company Law of the PRC and Sinoma's Articles. The Sinoma H Shareholders' Class Meeting was chaired by Mr. Liu Zhijiang, the chairman of Sinoma's Board.

In compliance with the requirements of the Listing Rules and Rule 2.9 of the Takeovers Code, Computershare Hong Kong Investor Services Limited, Sinoma's H share registrar, acted as scrutineer for the vote-taking at the Sinoma H Shareholders' Class Meeting.

The poll results in respect of the resolution proposed at the Sinoma H Shareholders' Class Meeting are as follows:

SPECIAL RESOLUTION		Number of Valid Votes (%)	
		For	Against
1.	To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 8 September 2017 entered into between Sinoma and CNBM and the Merger and the transactions contemplated under the Merger Agreement.	577,764,401 (99.94%)	365,000 (0.06%)
As more than 75% of the votes attaching to the disinterested shares held by the Independent Sinoma H Shareholders were cast in favor of this resolution and not more than 10% of the votes attaching to all disinterested shares held by the Independent Sinoma H Shareholders were cast against this resolution, the resolution was duly passed as a special resolution.			

As at the date of this announcement, conditions (1) (as notified by CNBM), (2) and (3) to the Merger Agreement becoming effective in respect of the relevant approvals by the CNBM Shareholders, the Sinoma Shareholders and the SASAC have been fulfilled. Conditions (4), (5) and (6) to the Merger Agreement becoming effective in respect of the approval from the CSRC, the PRC anti-trust clearance and the approval from the Stock Exchange for listing of the CNBM H Shares to be issued as consideration of the Share Exchange are yet to be fulfilled. In respect of condition (1) to the implementation of the Merger, as disclosed in the announcement issued by CNBM and Sinoma dated 6 November 2017, CNBM has received the anti-trust approval for the Merger from the Fair Trade Commission in South Korea. As at the date of this announcement, CNBM has not identified any other applicable jurisdiction where notification is legally required before completion of the legal procedures of the Merger. Conditions (2), (3) and (4) to the implementation of the Merger in respect of the grant of waiver by the CSRC and there being no material breach of the representations, warranties or undertakings given by CNBM and Sinoma in the Merger Agreement are yet to be fulfilled or waived.

NOTICE TO U.S. HOLDERS OF SINOMA SHARES

The Merger will involve the exchange of securities of two companies incorporated in the PRC with limited liability and is subject to Hong Kong disclosure requirements, which are different from those of the United States. The financial statements included in the Merger Document have been prepared in accordance with Hong Kong Financial Reporting Standards, International Financial Reporting Standards and PRC GAAP and thus may not be comparable to financial statements of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

U.S. holders of Sinoma Shares may encounter difficulty enforcing their rights and any claims arising under the U.S. federal securities laws, as Sinoma is located in a country outside the United States and some or all of the officers and directors may be residents of a country other than the United States. U.S. holders of Sinoma Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, U.S. holders of Sinoma Shares may encounter difficulty compelling a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

WARNING

Sinoma Shareholders and potential investors in the securities of Sinoma should be aware that the effectiveness of the Merger Agreement and the implementation of the Merger are subject to other conditions having been satisfied or appropriately waived, as applicable. Please refer to the Merger Document for details of the other conditions to the Merger Agreement becoming effective and the Merger being implemented.

Sinoma provides no assurance that such conditions can be satisfied or appropriately waived, as applicable, and thus the Merger Agreement may or may not become effective or, if effective, may or may not be implemented or completed. Sinoma Shareholders and potential investors in the securities of Sinoma should therefore exercise caution when dealing in Sinoma H Shares. Persons who are in doubt as to the action they should take should consult their licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

By order of the board of
CHINA NATIONAL MATERIALS COMPANY LIMITED
Liu Zhijiang
Chairman

Beijing, China
6 December 2017

As at the date of this announcement, the executive directors of Sinoma are Mr. Liu Zhijiang and Mr. Peng Jianxin; the non-executive directors of Sinoma are Mr. Li Xinhua, Mr. Li Jianlun, Mr. Shen Yungang and Mr. Wang Fengting; and the independent non-executive directors of Sinoma are Mr. Leung Chong Shun, Mr. Lu Zhengfei and Mr. Wang Zhulin.

The Sinoma Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Please also refer to the published version of this announcement on Sinoma's website.