



CNBM

China National Building Material Company Limited*

中國建 材 股 份 有 限 公 司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3323)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of China National Building Material Company Limited (the “Company”) will be held at 11:00 a.m. on 27 March 2008 (or immediately after the conclusion or adjournment of the H Shareholders Class Meeting) at No. A-11 Sanlihe Road, Haidian District, Beijing, PRC.

The purposes of the EGM are to consider, approve and authorise the following by way of **Special Resolution**:

“To approve the proposed grant of the following mandates to the Board:

- (1) to allot and issue additional H Shares in the capital of the Company, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period;
 - (b) the aggregate number of H Shares to be allotted and issued by the Board pursuant to such mandate, shall not exceed 300 million H Shares;
 - (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities are obtained;

- (d) the H Shares shall not be allotted and issued to connected persons (as defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) of the Company; and
 - (e) the issue price of the Placing Shares shall be determined by reference to the prevailing market price of the H Shares at the time of entering into agreement for the issuance of the Placing Shares and all other relevant market considerations.
- (2) contingent on the Board resolving to issue shares pursuant to the sub-paragraph (1) above, the Board be authorised to:
- (a) approve, execute, and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including without limitation: the specific timing of the issue, final number of H Shares to be issued, method of issue, pricing mechanism, issue price, target subscribers and the number and proportion of H Shares to be issued to each subscriber and use of proceeds;
 - (b) make or grant such offers, agreements and options as may be necessary in the exercise of such powers; make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities;
 - (c) submit all documents required by the Stock Exchange of Hong Kong Limited for listing the H shares to be issued;
 - (d) establish the provisional register of members of the Company in the PRC;
 - (e) make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company and file with the relevant authorities in the PRC for its recording and increasing registered capital; and

- (f) grant any executive director of the Company the authorisation to deal with all matters authorized to the Board mentioned above.

For the purpose of this resolution:

- “Articles” means the articles of association of the Company;
- “Board” means the board of directors of the Company;
- “H Shares” means the overseas listed foreign invested Shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars;
- “Proposed Placing” means the proposed issue of not more than 300 million Placing Shares to professional, institutional and individual investors, by way of private placement of Placing Shares which are proposed to be listed on the Stock Exchange of Hong Kong Limited;
- “Relevant Period” means the period from the passing of this resolution up to the expiration of the 12-month period following the passing of this resolution, unless being revoked or varied by special resolution(s) of the shareholders of the Company in a general or a class meeting.”

Yours faithfully,
By Order of the Board
Song Zhiping
Chairman

Beijing, PRC, 11 February 2008

As at the date of this notice, the executive directors of the Company are Mr. Song Zhiping, Mr. Cao Jianglin, Mr. Li Yimin and Mr. Peng Shou, the non-executive directors of the Company are Ms. Cui Lijun, Mr. Huang Anzhong and Mr. Zuo Fenggao, and the independent non-executive directors of the Company are Mr. Zhang Renwei, Mr. Zhou Daojiong, Mr. Chi Haibin and Mr. Lau Ko Yuen, Tom.

Notes:

1. Eligibility for attending the EGM

Holders of H Shares whose names appear on the H Shares register maintained by Tricor Investor Services Limited and holders of the Domestic Shares whose names appear on the Domestic Shares register maintained by the Company on 27 March 2008 are eligible to attend the EGM.

2. Proxy

- (i) A member eligible to attend and vote at the EGM is entitled to appoint, in written form, one or more proxies to attend and vote on his behalf. A proxy needs not be a Shareholder.
- (ii) A proxy should be appointed by a written instrument signed by the appointor or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the appointor, the power of attorney authorising that attorney to sign or other authorisation document(s) shall be notarised.
- (iii) To be valid, the power of attorney or other authorisation document(s) which have been notarised together with the completed form of proxy must be delivered, in the case of holders of Domestic Shares, to the Company at the Company's principal place of business in the PRC and, in the case of holders of H Shares, to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time designated for holding of the EGM.
- (iv) A proxy may exercise the right to vote by a show of hands or by poll. However, if more than one proxy is appointed by a Shareholder, such proxies shall only exercise the right to vote by poll.

3. Registration procedures for attending the EGM

- (i) A Shareholder or his proxy shall produce proof of identity when attending the EGM. If a Shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such Shareholder may attend the EGM.
- (ii) Shareholders intending to attend the EGM should return the reply slip for attending the EGM to the Company on or before 6 March 2008.
- (iii) Shareholders may send the reply slip to the Company in person, by post or by fax.

4. Closure of registers of members

The registers of members of the Company will be closed from 26 February 2008 to 27 March 2008 (both days inclusive).

5. Other businesses

(i) The EGM is expected to be concluded within half a day. Shareholders who attend shall bear their own travelling and accommodation expenses.

(ii) The address of the share registrar for share transfer of H Shares of the Company, Tricor Investor Services Limited, is at:

26/F Tesbury Centre,
28 Queen's Road East,
Wanchai,
Hong Kong

(iii) The Company's principal place of business in the PRC is at:

No. A-11 Sanlihe Road,
Haidian District,
Beijing,
PRC
Telephone No.: (+86) 10 8808 2366
Facsimile No.: (+86) 10 8808 2383

* *For identification only*