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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China National Building Material Company Limited, you should hand this circular to the purchaser or transferee or the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CNBM**

**China National Building Material Company Limited\***

**中國建材股份有限公司**

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

(Stock Code: 3323)

**PROPOSED PAYMENT OF CASH DIVIDENDS  
PROPOSED BONUS ISSUE OF SHARES  
GENERAL MANDATE TO ISSUE SHARES  
PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS  
AND  
NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

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Notices convening an annual general meeting, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting of China National Building Material Company Limited to be held at No. A-11 Sanlihe Road, Haidian District, Beijing, the People's Republic of China on Friday, 3 June 2011 at 9:30 a.m., 10:00 a.m. and 10:30 a.m. respectively, are set out on pages 12 to 24 of this circular. Whether or not you are able to attend the aforesaid meeting(s), please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for holding of the AGM and the Class Meetings.

18 April 2011

\* For identification only

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened on Friday, 3 June 2011, to, among other things, consider and, if thought fit, approve the payment of Cash Dividends, and the Bonus Issue of Shares
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Bonus Domestic Share(s)”	new Domestic Shares to be allotted and issued under the Bonus Issue of Shares
“Bonus H Share(s)”	new H Shares to be allotted and issued under the Bonus Issue of Shares
“Bonus Issue of Shares”	the issue of ten (10) new Shares for every ten (10) existing Shares to the Shareholders on the register of members of the Company on the Record date by way of the capitalization of the share premium of the Company to be approved by the Shareholders at the AGM and the Class Meetings
“Bonus Share(s)”	Bonus Domestic Shares and Bonus H Shares
“Cash Dividends”	has the meaning ascribed thereto under the section headed “Proposed Payment of Cash Dividends” in this circular
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Class Meetings”	the class meeting for holders of H Shares to be held immediately after the conclusion of the AGM and the class meeting for holders of Domestic Shares to be held immediately after the conclusion of the said class meeting of holders of H Shares

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## DEFINITIONS

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“Company”	中國建材股份有限公司 (China National Building Material Company Limited*), a joint stock limited company incorporated under the laws of the PRC whose H shares are listed on the Stock Exchange
“Company Law”	the Company Law of the PRC, as amended, supplemented or otherwise modified from time to time
“Directors”	the directors of the Company
“Domestic Share(s)”	the domestic shares in the share capital of the Company
“Excepted Shareholders”	Overseas Shareholders who are excluded from the Bonus Issue of Shares and as defined and more particularly described in the section headed “Overseas Shareholders” in this circular
“General Mandate”	the general mandate to issue Shares to be granted to the Board at the AGM
“H Share(s)”	the overseas listed foreign shares in the share capital of the Company
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	13 April 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Committee”	the listing committee of the board of directors of the Stock Exchange
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (as amended from time to time)

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## DEFINITIONS

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“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as stated in the register of holders of H Shares of the Company is/are outside Hong Kong
“PRC”	the People’s Republic of China
“Receiving Agent”	has the meaning ascribed thereto under the section headed “Taxation” in this circular
“Record Date”	means on Friday, 3 June 2011, being the record date in respect of holders of H Shares and Domestic Shares by reference to which entitlements to the Bonus Issue of Shares and payment of the Cash Dividends will be determined
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	shares of the Company, including Domestic Share(s) and H Share(s)
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



CNBM

**China National Building Material Company Limited\***

**中國 建 材 股 份 有 限 公 司**

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

(Stock Code: 3323)

*Executive directors:*

Mr Song Zhiping (*Chairman*)  
Mr Cao Jianglin (*President*)  
Mr Li Yimin (*Vice President*)  
Mr Peng Shou (*Vice President*)  
Mr Cui Xingtai (*Vice President*)

*Registered office:*

No. A-11 Sanlihe Road  
Haidian District  
Beijing 100037  
PRC

*Non-executive directors:*

Ms Cui Lijun  
Mr Huang Anzhong  
Mr Zuo Fenggao

*Place of business in Hong Kong:*

Level 28  
Three Pacific Place  
1 Queen's Road East  
Hong Kong

*Independent non-executive directors:*

Mr Zhang Renwei  
Mr Zhou Daojiong  
Mr Chi Haibin  
Mr Li Decheng  
Mr Lau Ko Yuen, Tom

18 April, 2011

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED PAYMENT OF CASH DIVIDENDS  
PROPOSED BONUS ISSUE OF SHARES  
GENERAL MANDATE TO ISSUE SHARES  
PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS  
AND  
NOTICES OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 30 March 2011 in relation to the annual results for the year ended 31 December 2010 and the proposed payment of Cash Dividends and the proposed Bonus Issue of Shares.

\* *For identification only*

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## LETTER FROM THE BOARD

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On 30 March 2011, the Board proposed i) the payment of a cash dividend of RMB0.186 (tax inclusive) per Share; ii) a Bonus Issue of Shares to all Shareholders on the basis of ten Bonus Shares for every ten Shares held by way of conversion of RMB2,699,513,131 in its share premium to share capital.

The purpose of this circular is to provide you with among other things, (i) further information in relation to the proposed payment of Cash Dividends; (ii) further information in relation to the proposed Bonus Issue of Shares; (iii) the information in relation to the General Mandate to issue Shares; (iv) further information in relation to the proposed issue of debt financing instruments, and (v) notices convening the AGM and the Class Meetings.

### 2. PROPOSED PAYMENT OF CASH DIVIDENDS

On 30 March 2011, the Board proposed that the payment of a cash dividends (the “**Cash Dividends**”) of RMB0.186 (tax inclusive) per Share will be paid by way of cash. The payment of the Cash Dividends is still subject to the approval by the Shareholders of the Company at the AGM and the expected payment date for the Cash Dividends will be on or before 20 June 2011.

### 3. PROPOSED BONUS ISSUE OF SHARES

On 30 March 2011, the Board also proposed the Bonus Issue of Shares. The Bonus Issue of Shares will be made to the Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of ten Bonus Shares to be issued for every ten Shares held by such Shareholders on the Record Date.

As at the Latest Practicable Date, the registered and issued share capital of the Company is RMB2,699,513,131 which comprised of 1,259,927,183 Domestic Shares and 1,439,585,948 H Shares. The Bonus Shares to be issued will comprise 1,259,927,183 Bonus Domestic Shares and 1,439,585,948 Bonus H Shares. The Bonus Shares will be credited as converted by way of capitalization of share premium in the amount of RMB2,699,513,131.

There are no any outstanding options, warrants and convertible securities to subscribe for the Shares of the Company as at the Latest Practicable Date.

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## LETTER FROM THE BOARD

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### **A. Conditions of the Bonus Issue of Shares**

The Bonus Issue of Shares is subject to the following conditions:

- (i) the approval of the Shareholders of the Company at the AGM of the Company;
- (ii) the approval of the holders of H Shares and the holders of Domestic Shares at the Class Meetings of the Company; and
- (iii) the approval granted by the Stock Exchange for the listing of, and permission to deal in, the new Bonus H Shares to be issued under the Bonus Issue of Shares.

The Shareholders whose names appear on the register of holders of H Shares and the register of holders of Domestic Shares, respectively on the Record Date will be entitled to the Cash Dividends and the Bonus Issue of Shares.

### **B. Status of the New Bonus Shares and Fractional Entitlement**

The new Bonus Shares will, subject to the Articles of Association, rank pari passu in all respects with the H Shares and Domestic Shares, respectively, in issue on the date of the issue of the Bonus Shares. Holders of the Bonus Shares will be entitled to receive all future dividends and distributions (if any) which are declared, made or paid after the date on which the Bonus Shares are allotted and issued, but will not be entitled to the Cash Dividends in respect of the Bonus Shares. The Bonus Issue of Shares should not result in any change in the rights or interests of the H Shares traded on the Stock Exchange or the Domestic Shares. No fractional shares will be issued and distributed pursuant to the Bonus Issue of Shares.



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## LETTER FROM THE BOARD

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### C. Expected Timetable

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

Last day of dealings in H Shares  
on a cum-entitlement basis . . . . . Thursday, 28 April 2011

First day of dealings in H Shares  
on an ex-entitlement basis . . . . . Friday, 29 April 2011

Latest time for lodging transfer of shares  
for entitlement to the Bonus Issue  
of Shares and the Cash Dividends . . . . . 4:30 pm on Tuesday, 3 May 2011

Book Closure Period (both days inclusive) . . . . . Wednesday, 4 May 2011  
— Friday, 3 June 2011

Period for return and deposit the form of proxy  
to Tricor Investor Services Limited or  
the Company for the AGM and  
Class Meetings ends . . . . . Thursday, 2 June 2011  
(9:30 a.m. for AGM, 10:00 a.m.  
for H Shareholders Class Meeting and  
10:30 a.m. for Domestic Shareholders  
Class Meeting)

Record Date . . . . . Friday, 3 June 2011

AGM and Class Meetings . . . . . Friday, 3 June 2011  
(9:30 a.m. for AGM, 10:00 a.m.  
for H Shareholders Class Meeting and  
10:30 a.m. for Domestic Shareholders  
Class Meeting)

Register of members of the Company re-opens . . . . . 9:00 a.m. Tuesday, 7 June 2011

Share Certificates of Bonus H Shares  
expected to be despatched on or around . . . . . Monday, 13 June 2011

Dealings in the Bonus  
H Shares expected to commence . . . . . Wednesday, 15 June 2011

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## LETTER FROM THE BOARD

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### D. Effect to the Shareholding Upon the Completion of Bonus Issue of Shares

Set out below is the shareholding structure of the Company as at the date of this circular and immediately upon completion of the Bonus Issue of Shares (assuming that no other Shares are allotted or issued and no existing Shares are repurchased prior to the Record Date, upon satisfaction of the conditions set out above):

	As at the date of this circular		Immediately upon completion of the Bonus Issue of Shares	
	Number of Shares	%	Number of Shares	%
Domestic Shares	1,259,927,183	46.67	2,519,854,366	46.67
H Shares	<u>1,439,585,948</u>	<u>53.33</u>	<u>2,879,171,896</u>	<u>53.33</u>
Total	<u><u>2,699,513,131</u></u>	<u><u>100</u></u>	<u><u>5,399,026,262</u></u>	<u><u>100</u></u>

### E. Overseas Shareholders

If at 4:30 p.m. on the Record Date, the register of members of the Company reveals there are Overseas Shareholders, an enquiry will be made by the Company. Upon such enquiry, if the Company considers that it would be necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place to exclude those Overseas Shareholders having registered addresses outside Hong Kong (the “Excepted Shareholders”) but not having corresponding addresses in Hong Kong from the Bonus Issue of Shares, the Bonus Shares will not be granted to the Excepted Shareholders. In such circumstance, arrangement will be made for the Bonus Shares which would otherwise have been issued to the Excepted Shareholders to be sold in the market as soon as practicable after dealings commence. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Excepted Shareholders, if any, pro rata to their respective shareholdings and remittances therefor will be posted to them by ordinary post at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company.

**F. Application for Listing**

Application has been made to the Listing Committee of the Stock Exchange for the approval for the listing of, and permission to deal in, the new Bonus H Shares. No part of the securities of the Company is listed or dealt in, nor is listing or permission to deal in the securities of the Company being or proposed to be sought, on any other stock exchange.

The new Bonus H Shares are not a new class of securities to be listed and accordingly no arrangements are required to be made to enable the new Bonus H Shares to be admitted into CCASS.

Subject to the granting of the approval for the listing of, and permission to deal in, the Bonus H Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Bonus H Shares will be accepted as eligible securities for deposit, clearance and settlement in CCASS established and operated by HKSCC with effect from the commencement date of dealings in the H Shares on the Stock Exchange or such other date as determined by HKSCC. Dealings in the H Shares may be settled through CCASS. Shareholders should seek the advice of their licensed securities dealers or other professional advisers for details of these settlement arrangements and how such arrangements will affect their rights and interests. The Bonus H Shares will not be listed or traded on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or proposed to be sought. Dealings in the Bonus H Shares will be subject to the payment of stamp duty in Hong Kong.

Subject to the fulfilment of the conditions for the Bonus Issue of Shares set out herein above, certificates for the Bonus H Shares will be despatched to the holders of H Shares on or around 13 June 2011 to their respective addresses appeared on the register of members of the Company on the Record Date.

**G. Reasons for the Bonus Issue of Shares**

The Board believes that the Bonus Issue of Shares i) will allow the Shareholders to participate in the growth of the Company by way of conversion of the share premium; ii) will provide the Company with a wider capital base and therefore increase the marketability of the Shares; and iii) is a return to the long-term support and care of the Shareholders.

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## LETTER FROM THE BOARD

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Other than the expenses incurred in relation to the Bonus Issue of Shares, the implementation of the same will not alter the underlying assets, business operations, management or financial position of the Company or the interests of its Shareholders. The Board believes that the Bonus Issue of Shares will not have any adverse effect on the financial position of the Company.

### **H. Closure of Books**

The register of members of the Company will be closed from Wednesday, 4 May 2011 to Friday, 3 June 2011 (both days inclusive) during which period no transfer of shares will be effected. In order to be qualified for the entitlement of the Bonus Issue of Shares and the Cash Dividends, all transfer instruments accompanied by the relevant share certificates must be lodged by the holders of H Shares with the Company's H share registrar and transfer office, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong ; or by the holders of Domestic Shares with the office of the Company at No. A-11 Sanlihe Road, Haidian District, Beijing, the People's Republic of China no later than 4:30 pm on Tuesday, 3 May 2011.

### **I. Share Certificates**

Subject to the fulfillment of the conditions of the Bonus Issue of Shares as set out in the paragraph headed "Conditions of the Bonus Shares Issue" above, certificates in respect of the new Bonus H Shares will be sent by ordinary mail to the persons entitled thereto at their respective addresses shown in the register of holders of H Shares of the Company or in the case of joint holders, to the address of the joint holder whose name stands first in the register of holders of H Shares of the Company in respect of the joint holding. One share certificate will be issued for all Bonus H Shares issued to each eligible holder of Bonus H Shares.

### **J. Documents Available for Inspection**

Copies of the following documents will be available for inspection at the office of the Company in Hong Kong at Level 28, three Pacific Place, 1 Queen's Road East, Hong Kong during normal business hours from the date of this circular up to and including 3 June 2011:

- i. Articles of Association;
- ii. the annual reports of the Company for the two years ended 31 December 2010;

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## LETTER FROM THE BOARD

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- iii. circular of the Company dated 28 April 2010 relating to proposed amendments to the Articles of Association, general mandate to issue shares and notice of annual general meeting;
- iv. circular of the Company dated 15 November 2010 relating to 1) proposed change of auditor; 2) proposed amendments to the Articles of Association and 3) notice of extraordinary general meeting; and
- v. this circular.

### **K. General**

Upon the approval at the AGM and Class Meetings, the Board shall be authorised to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the completion of Bonus Issue of Shares.

## **4. TAXATION**

The Board recommended a Cash Dividend of RMB0.186 per share (tax inclusive) and ten Bonus Shares (tax inclusive) for every ten shares held. If the above proposal is approved by the shareholders, the Cash Dividends and Bonus Shares will be paid to the shareholders whose names appear on the register of members of the Company on Friday, 3 June 2011. Cash Dividends payable to the shareholders of H Shares will be paid in Hong Kong dollars (the “HKD”). The exchange rate between RMB and HKD shall be ascertained on the basis of the average of the middle exchange rates for RMB to HKD as published by the People’s Bank of China for the week prior to the date of the AGM which will be held on Friday, 3 June 2011.

In accordance with the relevant tax law and requirements of the PRC, the Company is required to withhold 10% enterprise income tax when it distributes the final dividend for the year ended 31 December 2010 to all non-resident enterprise shareholders (including HKSCC Nominees Limited, other nominees, trustees or other entities and organizations, who will be deemed as non-resident enterprise shareholders) whose names appear on the H share register of members of the Company on 3 June 2011.

The Company will not deduct or withhold enterprise income tax in respect of the Cash Dividends payable to any natural person shareholders whose names appear on the H share register of members of the Company on 3 June 2011.

The Company will appoint a receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay to such Receiving Agent the Cash Dividends declared for payment to holders of H shares. The Cash Dividends will be paid by the Receiving Agent on or before 20 June 2011. The cheques will be dispatched to holders of H shares by ordinary post at their own risk.

**5. GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 18 June 2010, a general mandate was given to the Directors to issue shares. The general mandate will lapse at the conclusion of the AGM unless renewed.

Accordingly, in order to ensure flexibility and to give discretion to the Directors in the event that it becomes desirable to issue any shares, a special resolution will be proposed at the AGM to renew the unconditional mandate to the Directors that during the period as permitted under the general mandate, to separately or concurrently, allot, issue and deal with additional Domestic Shares and H Shares of the Company of not more than 20% of each of its Domestic Shares and H Shares of the Company in issue as at the date of the relevant resolution to be proposed and passed at the AGM as well as to authorise the Board to make corresponding amendments to the Articles of Association so as to reflect the increase in registered share capital and changes to the shareholding structure of the Company upon any allotment and issuance of shares under the above General Mandate.

As at the Latest Practicable Date, 2,699,513,131 shares, of which 1,259,927,183 shares were Domestic Shares and 1,439,585,948 shares were H Shares, were in issue. On the basis of the above mentioned issued share capital and assuming no further Shares are issued before the AGM, 251,985,436 new Domestic Shares and 287,917,189 new H Shares may be issued pursuant to the exercise of the General Mandate.

**6. PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS**

In order to provide the Company with a further source of funding and reduce the cost of financing, the Board proposed to issue debt financing instruments for an aggregate principal amount of not exceeding 40% of the latest total audited net assets of the Company from the date of passing the special resolution until the conclusion of the next annual general meeting.

Subject to the Shareholders' consideration and approval, the Board shall be authorized to determine and finalize the terms and conditions of and any relevant matters in relation to the proposed issue of debt financing instruments based on the needs of the Company and the market condition, including to determine the final principal amount and interest rate of such debt financing instruments.

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## LETTER FROM THE BOARD

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### 7. AGM AND CLASS MEETINGS

Notices convening an annual general meeting, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting of China National Building Material Company Limited to be held at No. A-11 Sanlihe Road, Haidian District, Beijing, the People's Republic of China on Friday, 3 June 2011 at 9:30 a.m., 10:00 a.m. and 10:30 a.m., respectively, are set out on pages 12 to 24 of this circular.

Votes on the resolution to be proposed at the AGM and the Class Meetings shall be taken by way of poll.

Holders of H Shares whose names appear on the register of the Company maintained by Tricor Investor Services Limited, the H Share registrar and transfer office of the Company in Hong Kong, and holders of domestic shares whose names appear on the register of the Company at the close of business of Wednesday, 4 May 2011 shall be entitled to attend the AGM and the respective H Shareholders Class Meeting and the Domestic Shareholders Class Meeting.

Whether or not you are able to attend the AGM and the Class Meetings, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the AGM and the Class Meetings or any adjournment thereof, and deposit it with Tricor Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for holders of H Shares; or the office of the Company, at No. A-11 Sanlihe Road, Haidian District, Beijing, the People's Republic of China for holders of Domestic Shares. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM and the Class Meetings or any adjournment thereof should you so desire.

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## LETTER FROM THE BOARD

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### 8. RECOMMENDATION

The Directors are of the view that the proposed resolutions in respect of (i) the payment of Cash Dividends; (ii) the Bonus Issue of Shares; (iii) the grant of the General Mandate to the Board, and (iv) the proposed issue of debt financing instruments are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of the aforesaid resolutions at the AGM and the Class Meetings.

### 9. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll.

Yours faithfully,

For and on behalf of the board of directors of  
**China National Building Material Company Limited**  
**Song Zhiping**  
*Chairman*



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## NOTICE OF ANNUAL GENERAL MEETING

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**CNBM**

**China National Building Material Company Limited\***

**中國建材股份有限公司**

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

(Stock Code: 3323)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of China National Building Material Company Limited (the “**Company**”) will be held at 9:30 a.m. on Friday, 3 June 2011 at No. A-11 Sanlihe Road, Haidian District, Beijing, the People's Republic of China (the “**PRC**”) for the purposes of considering and, if thought fit, passing the following resolutions:

#### AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2010.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2010.
3. To consider and approve the report of the auditors and audited financial statements of the Company for the year ended 31 December 2010.
4. To consider and approve the proposed profit distribution plan and the final dividend distribution plan of the Company for the year ended 31 December 2010 and to authorise the Board to distribute such final dividend to the shareholders of the Company.
5. To consider and approve the authorisation of the Board to deal with all matters in relation to the Company's distribution of interim dividend for the year 2011 in its absolute discretion (including, but not limited to, determining whether to distribute interim dividend for the year 2011).

\* *For identification only*

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## NOTICE OF ANNUAL GENERAL MEETING

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6. To consider and approve the continuation of appointment of Vocation International Certified Public Accountants Co., Ltd. as the PRC auditors of the Company and Baker Tilly Hong Kong Limited as the international auditors of the Company, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine their remuneration.

### AS SPECIAL RESOLUTIONS

7. To consider and, if thought fit, to approve the proposed bonus issue of shares (the “**Bonus Issue of Shares**”):

“**THAT:**

- (i) Subject to and conditional upon the Company obtaining approvals from the relevant PRC authorities (if required) and the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the new Bonus Shares (as defined in the circular dated 18 April 2011 of the Company (the “**Circular**”)) to be allotted and issued to all of the shareholders registered on the Company’s register of members on the Record Date (as defined in the Circular, being 3 June 2011), on the basis of ten Bonus Shares for every ten Shares (as defined in the Circular) held by way of capitalization of the audited share premium in an aggregate amount of RMB2,699,513,131 of the Company. It is expected that certificates for the Bonus H Shares (as defined in the Circular) will be dispatched to the holders of H Shares (as defined in the Circular) on or around 13 June 2011 and dealings in the Bonus H Shares on the Stock Exchange will commence at 9:00 a.m. on 15 June 2011; and
- (ii) Any one director of the Company be authorized to take any action and execute any document as he thinks necessary or fit to effect and implement the Bonus Issue of Shares, including but not limited to a) entering into any agreement and executing, making any amendments to, submitting for approval or filing any such or related documents; and b) increasing the registered capital of the Company and making necessary amendments to the articles of association of the Company (“**Articles of Association**”) as a result of the completion of the Bonus Issue of Shares.”

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## NOTICE OF ANNUAL GENERAL MEETING

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8. For the purpose of increasing the flexibility and efficiency in operation, to give a general mandate to the Board to allot, issue and deal with additional Domestic Shares not exceeding 20% of the Domestic Shares in issue and additional H Shares not exceeding 20% of the H Shares in issue and authorise the Board to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new share capital structure upon the allotment or issuance of shares:

**“THAT**

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the Articles of Association of the Company and the applicable laws and regulations of 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 Domestic Shares and H Shares and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) each of the aggregate nominal amounts of Domestic 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 (a) shall not exceed 20% of each of the aggregate nominal amounts of Domestic Shares and H Shares in issue at the date of passing this resolution, otherwise than pursuant to (i) a Rights Issue or (ii) 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 Articles of Association of the Company; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 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 to be held; or
- (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors 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 directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, 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 share capital structure upon the allotment or issuance of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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9. To consider and approve the Company's issuance of debt financing instruments in an aggregate principal amount of not exceeding 40% of the latest total audited net assets of the Company:

“**THAT**

- (A) from the date of the passing of the special resolution until the conclusion of the next annual general meeting of the Company, the Company may issue debt financing instruments in an aggregate principal amount of not exceeding 40% of the latest total audited net assets of the Company; and
- (B) the Board be authorized to determine, within the regulatory framework, the type of debt financing instruments to be issued (including but not limited to short term financial instruments, mid-term financial notes and corporate bonds), the terms and conditions (including, but not limited to the determination of type, the timing and tranches, amount, guarantee arrangement, term, method, interest rate, use of proceeds and the size of each tranche) and all other matters in relation to the issuance of such debt financing instruments based on the needs of the Company and the market conditions, and to sign any documents relating to the issuance of debt financing instruments.”

By order of the Board

**China National Building Material Company Limited**

**Song Zhiping**

*Chairman*

Beijing, the PRC

18 April 2011

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

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) All resolutions at the meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) In order to determine the list of shareholders who are entitled to attend the AGM and to receive the final dividend for the year ended 31 December 2010 (the “Final Dividend”) and the Bonus Shares, the registers of members will be closed from Wednesday, 4 May 2011 to Friday, 3 June 2011, both days inclusive, during which period no transfer of shares will be effected. Holders of the H Shares and the Domestic Shares whose names appear on the registers of members on Friday, 3 June 2011 are entitled to attend the AGM. In order to qualify for the Final Dividend, the Bonus Shares and to attend and vote at the AGM, holders of the H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Tricor Investor Services Limited, at or before 4:30 p.m. on Tuesday, 3 May 2011. The Final Dividend is expected to be paid on or before Monday, 20 June 2011 to the shareholders whose names appear on the registers of members of the Company on Friday, 3 June 2011.
- (3) A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies can only vote on a poll.
- (4) The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of a shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
- (5) In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the Secretariat of the Board at the Company’s principal place of business in the PRC for holders of the Domestic Shares and at the H share registrar of the Company, Tricor Investor Services Limited, for holders of the H Shares not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be).
- (6) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the AGM.
- (7) Shareholders who intend to attend the AGM in person or by proxy should return the reply slip, for information purposes, to the Secretariat of the Board at the Company’s principal place of business in the PRC for holders of the Domestic Shares and to the H share registrar of the Company, Tricor Investor Services Limited, for holders of the H Shares on or before Friday, 13 May 2011 by hand, by post or by fax.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (8) The address and contact details of the H share registrar of the Company, Tricor Investor Services Limited, are as follows:
- 26/F, Tesbury Centre  
28 Queen's Road East  
Wanchai, Hong Kong  
Telephone No.: (+852) 2980 1333  
Facsimile No.: (+852) 2810 8185
- (9) The address and contact details of the Company's principal place of business in the PRC are as follows:
- No. A-11 Sanlihe Road  
Haidian District  
Beijing  
People's Republic of China  
Telephone No.: (+86) 10 8808 2366  
Facsimile No.: (+86) 10 8808 2383
- (10) In accordance with the Company's Articles of Association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such share at the AGM, and this notice shall be deemed to be given to all joint holders of such share.
- (11) The AGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce identity documents.

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## NOTICE OF H SHAREHOLDERS CLASS MEETING

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CNBM

**China National Building Material Company Limited\***

**中國建材股份有限公司**

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

(Stock Code: 3323)

### NOTICE OF H SHAREHOLDERS CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the H shareholders class meeting (the “**H Shareholders Class Meeting**”) of China National Building Material Company Limited (the “**Company**”) will be held at 10:00 a.m. on 3 June 2011 (or immediately after the conclusion or adjournment of the annual general meeting) at No. A-11 Sanlihe Road, Haidian District, Beijing, the People's Republic of China (the “**PRC**”).

The purposes of the H Shareholders Class Meeting are to consider, approve and authorise the following by way of **Special Resolution**:

To consider and, if thought fit, to approve the proposed bonus issue of shares (the “**Bonus Issue of Shares**”):

“**THAT**:

- (i) Subject to and conditional upon the Company obtaining approvals from the relevant PRC authorities (if required) and the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the new Bonus Shares (as defined in the circular dated 18 April 2011 of the Company (the “**Circular**”)) to be allotted and issued to all of the shareholders registered on the Company's register of members on the Record Date (as defined in the Circular, being 3 June 2011), on the basis of ten Bonus Shares for every ten Shares (as defined in the Circular) held by way of capitalization of the audited share premium in an aggregate amount of RMB2,699,513,131 of the Company. It is expected that certificates for the Bonus H Shares (as defined in the Circular) will be dispatched to the holders of H Shares (as defined in the Circular) on or around 13 June 2011 and dealings in the Bonus H Shares on the Stock Exchange will commence at 9:00 a.m. on 15 June 2011; and

\* *For identification only*



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## NOTICE OF H SHAREHOLDERS CLASS MEETING

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- (ii) Any one director of the Company be authorized to take any action and execute any document as he thinks necessary or fit to effect and implement the Bonus Issue of Shares, including but not limited to a) entering into any agreement and executing, making any amendments to, submitting for approval or filing any such or related documents; and b) increasing the registered capital of the Company and making necessary amendments to the articles of association of the Company as a result of the completion of the Bonus Issue of Shares.”

By order of the Board

**China National Building Material Company Limited**

**Song Zhiping**

*Chairman*

Beijing, the PRC

18 April 2011

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

*Notes:*

- (1) All resolutions at the meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) In order to determine the list of shareholders who are entitled to attend the H Shareholders Class Meeting and the Bonus Shares, the registers of members will be closed from Wednesday, 4 May 2011 to Friday, 3 June 2011, both days inclusive, during which period no transfer of shares will be effected. Holders of the H Shares whose names appear on the registers of members on Friday, 3 June 2011 are entitled to attend the H Shareholders Class Meeting. In order to qualify for the Bonus Shares and to attend and vote at the H Shareholders Class Meeting, holders of the H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Tricor Investor Services Limited, at or before 4:30 p.m. on Tuesday, 3 May 2011.
- (3) A shareholder entitled to attend and vote at the H Shareholders Class Meeting may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies can only vote on a poll.

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## NOTICE OF H SHAREHOLDERS CLASS MEETING

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- (4) The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of a shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
- (5) In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the H share registrar of the Company, Tricor Investor Services Limited, not less than 24 hours before the time fixed for holding the H Shareholders Class Meeting or any adjournment thereof (as the case may be).
- (6) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the H Shareholders Class Meeting.
- (7) Shareholders who intend to attend the H Shareholders Class Meeting in person or by proxy should return the reply slip, for information purposes, to the H share registrar of the Company, Tricor Investor Services Limited, on or before Friday, 13 May 2011 by hand, by post or by fax.
- (8) The address and contact details of the H share registrar of the Company, Tricor Investor Services Limited, are as follows:  
  
26/F, Tesbury Centre  
28 Queen's Road East  
Wanchai, Hong Kong  
Telephone No.: (+852) 2980 1333  
Facsimile No.: (+852) 2810 8185
- (9) In accordance with the Company's Articles of Association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such share at the H Shareholders Class Meeting, and this notice shall be deemed to be given to all joint holders of such share.
- (10) The H Shareholders Class Meeting is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the H Shareholders Class Meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the H Shareholders Class Meeting shall produce identity documents.

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## NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING

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CNBM

**China National Building Material Company Limited\***

**中國 建 材 股 份 有 限 公 司**

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

(Stock Code: 3323)

### NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the domestic shareholders class meeting (the “**Domestic Shareholders Class Meeting**”) of China National Building Material Company Limited (the “**Company**”) will be held at 10:30 a.m. on 3 June 2011 (or immediately after the conclusion or adjournment of the H Shareholders Class Meeting) at No. A-11 Sanlihe Road, Haidian District, Beijing, the People's Republic of China (the “**PRC**”).

The purposes of the Domestic Shareholders Class Meeting is to consider, approve and authorise the following by way of **Special Resolution**:

To consider and, if thought fit, to approve the proposed bonus issue of shares (the “**Bonus Issue of Shares**”):

“**THAT**:

- (i) Subject to and conditional upon the Company obtaining approvals from the relevant PRC authorities (if required) and the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the new Bonus Shares (as defined in the circular dated 18 April 2011 of the Company (the “**Circular**”)) to be allotted and issued to all of the shareholders registered on the Company's register of members on the Record Date (as defined in the Circular, being 3 June 2011), on the basis of ten Bonus Shares for every ten Shares (as defined in the Circular) held by way of capitalization of the audited share premium in an aggregate amount of RMB2,699,513,131 of the Company. It is expected that certificates for the Bonus H Shares (as defined in the Circular) will be dispatched to the holders of H Shares (as defined in the Circular) on or around 13 June 2011 and dealings in the Bonus H Shares on the Stock Exchange will commence at 9:00 a.m. on 15 June 2011; and

\* *For identification only*

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## NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING

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- (ii) Any one director of the Company be authorized to take any action and execute any document as he thinks necessary or fit to effect and implement the Bonus Issue of Shares, including but not limited to a) entering into any agreement and executing, making any amendments to, submitting for approval or filing any such or related documents; and b) increasing the registered capital of the Company and making necessary amendments to the articles of association of the Company as a result of the completion of the Bonus Issue of Shares.”

By order of the Board  
**China National Building Material Company Limited**  
**Song Zhiping**  
*Chairman*

Beijing, the PRC  
18 April 2011

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

*Notes:*

- (1) All resolutions at the meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) In order to determine the list of shareholders who are entitled to attend the Domestic Shareholders Class Meeting and the Bonus Shares, the registers of members will be closed from Wednesday, 4 May 2011 to Friday, 3 June 2011, both days inclusive, during which period no transfer of shares will be effected. Holders of the Domestic Shares whose names appear on the registers of members on Friday, 3 June 2011 are entitled to attend the Domestic Shareholders Class Meeting.
- (3) A shareholder entitled to attend and vote at the Domestic Shareholders Class Meeting may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his proxies can only vote on a poll.
- (4) The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of a shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.

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## NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING

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- (5) In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the Secretariat of the Board at the Company's principal place of business in the PRC not less than 24 hours before the time fixed for holding the Domestic Shareholders Class Meeting or any adjournment thereof (as the case may be).
- (6) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the Domestic Shareholders Class Meeting.
- (7) Shareholders who intend to attend the Domestic Shareholders Class Meeting in person or by proxy should return the reply slip, for information purposes, to the Secretariat of the Board at the Company's principal place of business in the PRC on or before Friday, 13 May 2011 by hand, by post or by fax.
- (8) The address and contact details of the Company's principal place of business in the PRC are as follows:
- No. A-11 Sanlihe Road  
Haidian District  
Beijing  
People's Republic of China  
Telephone No.: (+86) 10 8808 2366  
Facsimile No.: (+86) 10 8808 2383
- (9) In accordance with the Company's Articles of Association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such share at the Domestic Shareholders Class Meeting, and this notice shall be deemed to be given to all joint holders of such share.
- (10) The Domestic Shareholders Class Meeting is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the Domestic Shareholders Class Meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the Domestic Shareholders Class Meeting shall produce identity documents.