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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)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of **China National Materials Company Limited** (the “Company”) will be held at meeting room No.3212 of the Company at 11 Beishuncheng Street, Xizhimennei, Xicheng District, Beijing 100035, the People's Republic of China (the “PRC”), at 2:00 p.m. on Tuesday, 12 July 2011, for the purposes of passing the following resolutions:

AS ORDINARY RESOLUTIONS:

1. To consider and, if thought fit, to approve the appointment of Mr. Zhang Hai as a non-executive director of the Company, to authorize the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
2. To consider and, if thought fit, to approve the appointment of Mr. Tang Baoqi as a non-executive director of the Company, to authorize the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.
3. To consider and, if thought fit, to approve the re-appointment of SHINEWING (HK) CPA Limited and ShineWing Certified Public Accountants Co., Ltd. as the international auditor and domestic auditor of the Company for the year 2011, respectively, the term of such re-appointment shall continue until the next annual general meeting of the Company, and to authorize the audit committee of the board of directors of the Company to determine their remuneration.

By order of the Board
CHINA NATIONAL MATERIALS COMPANY LIMITED
Tan Zhongming
Chairman of the Board

Beijing, the PRC
25 May 2011

As at the date of this notice, the executive directors of the Company are Mr. Tan Zhongming and Mr. Li Xinhua, the non-executive directors of the Company are Mr. Yu Shiliang, Mr. Liu Zhijiang and Mr. Chen Xiaozhou, and the independent non-executive directors of the Company are Mr. Leung Chong Shun, Mr. Shi Chungui, Mr. Lu Zhengfei, Mr. Wang Shimin and Mr. Zhou Zude.

Notes:

1. ELIGIBILITY FOR ATTENDING THE EGM

Holders of H Shares whose names appear on the register of members of the Company maintained by Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at the close of business of Friday, 10 June 2011 shall be entitled to attend the EGM.

Holders of H Shares intending to attend and vote at the EGM to be held on Tuesday, 12 July 2011 shall lodge all the transfer documents for H Shares with the relevant share certificates to Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Friday, 10 June 2011.

2. PROXY

- (1) Shareholders entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. The proxy need not be a shareholder of the Company.
- (2) A proxy shall be appointed by a shareholder by a written instrument signed by the appointor or his attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under hand of its director(s) or duly authorized attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorization of such attorney shall be notarized.
- (3) To be valid, the notarized power of attorney or other document(s) of authorization (if any), and the form of proxy shall be delivered to (i) the registered address of the Company for holders of domestic shares and unlisted foreign shares; and (ii) Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, for the holders of H Shares, no less than 24 hours before the time fixed for convening the EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so wishes.

3. REGISTRATION PROCEDURES FOR ATTENDING THE EGM

- (1) A shareholder or his proxy shall produce his identification document when attending the EGM. Where a shareholder is a legal person, the legal representative of that shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.

- (2) Shareholders intending to attend the EGM shall return to the Company the reply slip stating their attendance on or before Wednesday, 22 June 2011.
- (3) A shareholder may return the above reply slip to the Company in person, by post or by facsimile.

4. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Sunday, 12 June 2011 to Tuesday, 12 July 2011 (both days inclusive), during which time no transfer of shares will be registered.

5. METHOD OF VOTING AT THE EGM

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM.

6. MISCELLANEOUS

- (1) The EGM is expected to be held for less than half a day. Shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.
- (2) The address of Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Company in Hong Kong, is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (3) The registered address and the contact details of the principal place of business of the Company are:

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