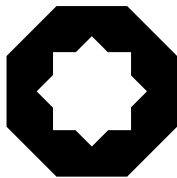


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CNBM

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of China National Building Material Company Limited (the “**Company**”) will be held at 9:30 a.m. on Friday, 16 September 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 (with or without modifications) the following resolutions. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the circular dated 1 August 2011 issued by the Company (the “**Circular**”).

AS SPECIAL RESOLUTIONS

1. “**THAT** subject to the approval of the CSRC and other regulatory authorities, the allotment and issue of the A Shares by the Company in the PRC and the listing of the same on the Shanghai Stock Exchange and each of the following terms and conditions be and is hereby approved:

Type of securities to be issued:	A Shares.
Number of A Shares to be issued:	Not more than 1 billion A Shares of RMB1.00 each (not exceeding approximately 18.52% of the existing total registered share capital and not exceeding approximately 15.63% of the total registered share capital of the Company upon the issue of the A Shares). The final number of A Shares to be issued will be decided by the Board, subject to the Specific Mandate, approval by the CSRC and having regard to the relevant circumstances and in consultation with the lead underwriter.
Nominal value:	RMB1.00 each.
Place of listing:	Shanghai Stock Exchange.
Rights attached to A Share:	The A Shares to be issued are listed Domestic Shares and, except as otherwise provided for in the applicable laws, rules and regulations and the Articles of Association, will rank <i>pari passu</i> with the existing Domestic Shares and H Shares in all respects.
Target subscribers:	Qualified price consultation participants, and natural persons, legal persons and other investors who have maintained share accounts with the Shanghai Stock Exchange (except those who are prohibited by the PRC laws, regulations and other regulatory requirements that are applicable to the Company).

Method of issue:	The issue will be conducted by a combination of placement of shares to participants through offline price consultation and a public offering of shares through online subscriptions (or such other way(s) as will be approved by the CSRC).
Basis for determining the issue price:	<p>The issue price range for the A Shares will be determined through preliminary price consultations with qualified price consultation participants, and the issue price will be determined within the issue price range based on the cumulative bidding price consultations and the market conditions.</p> <p>The final issue price is to be determined by the Board after discussion with the lead underwriter.</p>
Date of issue and listing:	Upon approval of the CSRC and the Shanghai Stock Exchange, decision will be made by the Board upon consultation with the lead underwriter and the relevant regulatory departments pursuant to the authorisation of the general meeting of Shareholders.
Proposed Listing of Domestic Shares:	At the same time as applying for the issue of the A Shares, the Domestic Shares will be converted into A shares (which belong to the same class of shares as the A Shares) and the Company will at the same time apply for all the Domestic Shares to be listed on the Shanghai Stock Exchange. Such shares will be subject to the lock-up requirements under the relevant laws and regulations.

Use of proceeds:

The total amount of capital raised from the A Share Issue will be used in the following manner after deduction of the expenses incurred for the A Share Issue:

- (a) acquisition, investment in fixed assets and alteration of information system, approximate RMB8 billion; and
- (b) repayment of bank loans and replenishment of cash flow, approximate RMB7 billion.

In the event that the proceeds from the proposed A Share Issue are not sufficient to finance the above investment projects, the Board will make arrangements for the use of the capital raised according to the importance and urgency of the investment projects. If there is any surplus, after deducting offering expenses, it will be applied to supplement the working capital of the Company.

Validity period of
the Specific Mandate:

The period commencing from the passing of the special resolutions granting the Specific Mandate with respect to the issue of A Shares at the Shareholders' general meeting and the respective class meetings until the expiration of the 12-month period following the passing of the special resolutions.

Listing Application:

Application will be made by the Company to the Shanghai Stock Exchange for the granting of the listing of, and permission to deal in, all A Shares issued pursuant to the issue of A Shares.”

2. “**THAT** subject to the passing of the above special resolution no. 1, commencing from the passing of this special resolution no. 2 until the expiration of the 12-month period following the passing of this special resolution, the Board and the Relevant Authorized Person(s), be and is authorised to deal with matters in relation to the proposed A Share Issue including but not limited to the following:
- (A) to complete all the procedures relating to the listing and the issue of A Shares, including applying to the securities regulatory authorities under the State Council of the PRC for the issue and the listing of A Shares and making an application to the Shanghai Stock Exchange for listing after an approval for the A Share Issue has been granted;
 - (B) in accordance with the plan on the listing and issue of A Shares considered and approved at the general meeting by the Shareholders and approved by the securities regulatory authorities under the State Council of the PRC, and subject to practical market conditions, to formulate and implement the final plan for the A Share Issue (including but not limited to deciding the timing of the A Share Issue, the pricing range for the price consultation, the final issue price, the final issue number of A shares to be issued, the proportion for the online and offline subscription and all other matters relating to the plan on the A Share Issue and the listing of the A Shares upon consultation with the lead underwriter), and to make changes thereto in light of practical conditions;
 - (C) subject to practical conditions and/or the requirements of the regulatory authorities, to make the necessary and appropriate adjustments to the use of proceeds, including but not limited to making changes to the investment projects, amounts of expenditure, and timing and mode of implementation in connection with the use of proceeds;
 - (D) to appoint intermediaries and execute the underwriting agreement, sponsor’s agreement and other agreements to be entered into with the intermediaries concerned, and to handle other matters such as the listing and liquidity of the new public shares;
 - (E) to determine the commencement and closing time of the A Share Issue in accordance with the approval granted by the securities regulatory authorities under the State Council of the PRC;

- (F) subject to the completion of the issue and listing of the A Share and the requirements of the relevant government authorities, to supplement and further amend the relevant articles of the draft articles of association of the Company approved at the EGM of the Shareholders so as to reflect the total share capital and the share structure of the Company after completion of the public issue and listing, and to complete the relevant procedures for registration and filing with the relevant industry and commerce authority;
- (G) to prepare, review, sign, execute, submit and amend all documents relating to the issue and listing of the A Shares in its sole discretion and on behalf of the Company in accordance with the relevant laws and regulations and the requirements of the relevant competent authority and to comply with the relevant disclosure obligations;
- (H) to make the necessary adjustments to the plan on issuing the A shares in accordance with any new requirements that may be imposed by the government and continue to deal with the issue and listing of the A Shares; and
- (I) to take or deal with all other actions or matters necessary for the issue and listing of the A Shares.”

3. “**THAT** subject to the passing of the above special resolution no. 1:

- (a) the proposed amended Articles of Association as set out in Appendix I to the Circular be and are hereby approved, conditional upon any approval, endorsement or registration as may be necessary from the relevant regulatory authorities, and the Board be and are hereby authorised to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related issues arising from the amendments to the Articles of Association; and
- (b) the Directors be and are hereby authorised and empowered to make further amendments to the Articles of Association in order to fulfil any request that may be raised by the regulatory authorities during the approval, endorsement and/or registration of the amendments of the Articles of Association.

The above items (a) and (b) shall take effect upon completion of the issue and listing of the A Shares.”

4. “**THAT** the proposed amendments to the Articles of Association to reflect the change of the license number of the Company be and are hereby approved and the Board be and are hereby authorised to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related issues arising from the amendments to the Articles of Association.”
5. “**THAT** the proposed amendments to the Articles of Association to reflect the changes of the names of two shareholders of the Company be and are hereby approved and the Board be and are hereby authorised to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related issues arising from the amendments to the Articles of Association.”
6. “**THAT** subject to the passing of the above special resolution no. 1, the adoption of the Rules for Shareholders’ General Meetings as set out in Appendix IV of the Circular be and are hereby approved, and such rules shall take effect upon completion of the issue and listing of the A Shares.”
7. “**THAT** subject to the passing of the above special resolution no. 1, the adoption of the Rules for Board Meetings as set out in Appendix V of the Circular be and are hereby approved, and such rules shall take effect upon completion of the issue and listing of the A Shares.”
8. “**THAT** subject to the passing of the above special resolution no. 1, the adoption of the Working Rules for Independent Directors as set out in Appendix VI of the Circular be and are hereby approved, and such rules shall take effect upon completion of the issue and listing of the A Shares.”
9. “**THAT** subject to the passing of the above special resolution no. 1, the adoption of the Working Rules for Supervisory Committee Meetings as set out in Appendix VII of the Circular be and are hereby approved, and such rules shall take effect upon completion of the issue and listing of the A Shares.”

AS ORDINARY RESOLUTIONS

10. “**THAT** conditional upon the passing of the special resolution no.1, the accumulated undistributed profits accrued prior to the completion of the A Share Issue will be shared by the new and existing Shareholders of the Company after the A Share Issue in proportion to their respective shareholdings (subject to each of them being a member shown on the register of members of the Company on the record date for the declaration of the relevant distributable profits).”
11. “**THAT** subject to the passing of the above special resolution no. 1, the adoption of the Rules for Management of Connected Transactions as set out in Appendix II of the Circular for the purpose of regulating the connected transactions (as defined under the rules of the Shanghai Stock Exchange) pursuant to the rules of the Shanghai Stock Exchange be and are hereby approved, and such rules shall take effect upon completion of the issue and listing of the A Shares.”
12. “**THAT** subject to the passing of the above special resolution no. 1, the adoption of the Rules for Management of Funds Raised from Capital Markets as set out in Appendix III of the Circular be and are hereby approved, and such rules shall take effect upon completion of the issue and listing of the A Shares.”

By Order of the Board

China National Building Material Company Limited

Chang Zhangli

Secretary of the Board

Beijing, the PRC, 1 August 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 and vote at the EGM, the registers of members will be closed from Wednesday, 17 August 2011 to Friday, 16 September 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 of the Company on Friday, 16 September 2011 are entitled to attend and vote at the EGM. In order to attend and vote at the EGM, holders of the H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant H share certificates at the H share registrar of the Company, Tricor Investor Services Limited, at or before 4:30 p.m. on Tuesday, 16 August 2011.
- (3) A shareholder entitled to attend and vote at the EGM 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 EGM 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 EGM.
- (7) Shareholders who intend to attend the EGM 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, 26 August 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) 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 shares, 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 shares at the EGM, and this notice shall be deemed to be given to all joint holders of such shares.
- (11) The EGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce identity documents.

* *For identification only*