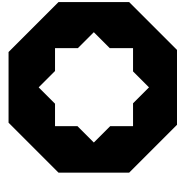


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CNBM

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 class meeting for H Shareholders (the “**H Shareholders Class Meeting**”) of China National Building Material Company Limited. (the “**Company**”) will be held at 10:00 a.m. on Friday, 16 September 2011 (or immediately after the conclusion or adjournment of the Extraordinary General Meeting) 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 resolution. 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 RESOLUTION

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 *pari passu* 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.”

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) The resolution 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, 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 whose names appear on the registers of members of the Company on Friday, 16 September 2011 are entitled to attend the H Shareholders Class Meeting. In order 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 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 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.
- (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, 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) 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.

* *For identification only*