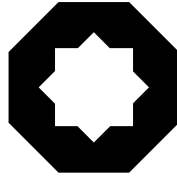


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CNBM

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 the Extraordinary General Meeting (“**EGM**”) of China National Building Material Company Limited (the “**Company**”) will be held at 9:30 a.m. on Tuesday, 15 November 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. (a) To consider and approve the election of Mr. Song Zhiping as an executive director of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014;
- (b) To consider and approve the election of Mr. Cao Jianglin as an executive director of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014;

* *For identification only*

- (c) To consider and approve the election of Mr. Peng Shou as an executive director of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014;
- (d) To consider and approve the election of Mr. Cui Xingtai as an executive director of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014;
- (e) To consider and approve the election of Mr. Chang Zhangli as an executive director of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014;
- (f) To consider and approve the election of Mr. Guo Chaomin as a non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014;
- (g) To consider and approve the election of Mr. Huang Anzhong as a non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014;
- (h) To consider and approve the election of Ms. Cui Lijun as a non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014;
- (i) To consider and approve the election of Mr. Qiao Longde as an independent non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014;
- (j) To consider and approve the election of Mr. Li Decheng as an independent non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014;
- (k) To consider and approve the election of Mr. Ma Zhongzhi as an independent non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014;

- (l) To consider and approve the election of Mr. Samuel Shin Fang as an independent non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014; and
 - (m) To consider and approve the election of Mr. Wu Liansheng as an independent non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014.
- 2.
- (a) To consider and approve the election of Mr. Wu Jiwei as a supervisor of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014;
 - (b) To consider and approve the election of Ms. Zhou Guoping as a supervisor of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014;
 - (c) To consider and approve the election of Mr. Tang Yunwei as an independent supervisor of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014; and
 - (d) To consider and approve the election of Mr. Zhao Lihua as an independent supervisor of the Company to hold office with effect from the date of the passing of this resolution until 14 November 2014.
3. To consider and approve the establishment of the nomination committee.

4. To consider and approve the establishment of the strategic steering committee.

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

Beijing, the PRC
28 September 2011

As at the date of this announcement, 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 Sunday, 16 October 2011 to Tuesday, 15 November 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 Tuesday, 15 November 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 share certificates at the H share registrar of the Company, Tricor Investor Services Limited, at or before 4:30 p.m. on Friday, 14 October 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 Tuesday, 25 October 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 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 EGM, and this notice shall be deemed to be given to all joint holders of such share.

- (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.