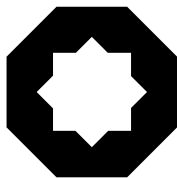


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CNBM

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 Wednesday, 23 May 2012 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. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the circular dated 5 April 2012 issued by the Company (the “**Circular**”).

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 2011.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2011.
3. To consider and approve the report of the auditors and audited financial statements of the Company for the year ended 31 December 2011.

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 2011 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 2012 in its absolute discretion (including, but not limited to, determining whether to distribute interim dividend for the year 2012).
6. To consider and approve the continuation of appointment of Vocation International Certified Public Accountants Co., Ltd. as the domestic auditor of the Company and Baker Tilly Hong Kong Limited as the international auditor 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.

7. To consider and approve the adoption of the Dividend Distribution Plan:

“**THAT** the adoption of the Dividend Distribution Plan as set out in Appendix II of the Circular be and are hereby approved, and such plan shall take effect upon completion of the issue and listing of the A Shares.”

8. To consider and approve the amendments to the Approved Rules for Management of Funds Raised from Capital Markets:

“**THAT** the proposed amendments to the Approved 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 amendments shall take effect upon completion of the issue and listing of the A Shares.”

AS SPECIAL RESOLUTIONS

9. 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

(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 is 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.”

10. To consider and approve the amendment to the Approved Articles of Association:

“THAT:

(A) the proposed amendment to the Approved Articles of Association as set out in Appendix I of 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 amendment to the Approved Articles of Association; and

(B) the Directors be and are hereby authorised and empowered to make further amendments to the Approved 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 amendment of the Approved Articles of Association.

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

11. To consider and approve the Company’s issuance of debt financing instruments within the limit of issuance permitted under relevant laws and regulations as well as other regulatory documents:

“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 within the limit of issuance permitted under relevant laws and regulations as well as other regulatory documents, including but not limited to debt financing instruments dominated in Renminbi or foreign currencies such as short-term financing bonds (including short-term commercial paper) and medium-term notes; and

(B) to authorize the Board 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, and to sign any documents relating to the issuance of the debt financing instruments.”

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

Beijing, the PRC
5 April 2012

As at the date of this notice, the board of directors of the Company comprises Mr Song Zhiping, Mr Cao Jianglin, Mr Peng Shou, Mr Cui Xingtai and Mr Chang Zhangli, as executive directors, Mr Guo Chaomin, Mr Huang Anzhong and Ms Cui Lijun, as non-executive directors, and Mr Qiao Longde, Mr Li Decheng, Mr Ma Zhongzhi, Mr Shin Fang and Mr Wu Liansheng, as independent non-executive directors.

* *For identification only*

Notes:

- (1) All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands 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) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Sunday, 22 April 2012 to Wednesday, 23 May 2012, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, holders of the H Shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Tricor Investor Services Limited for registration not later than 4:30 p.m. on Friday, 20 April 2012.

- (3) For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 29 May 2012 to Saturday, 2 June 2012, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, holders of the H Shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H share registrar, Tricor Investor Services Limited for registration not later than 4:30 p.m. on Monday, 28 May 2012. The final dividend is expected to be paid on or before Wednesday, 20 June 2012 to the shareholders whose names appear on the registers of members of the Company on Sunday, 3 June 2012.
- (4) 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.
- (5) The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised. 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.
- (6) 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).
- (7) 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.
- (8) 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 Wednesday, 2 May 2012 by hand, by post or by fax.

- (9) 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
- (10) 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
- (11) 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.
- (12) 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.