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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)

VOTING RESULTS OF ANNUAL GENERAL MEETING AND PAYMENT OF FINAL DIVIDEND

The board of directors (the “**Board**”) of China National Building Material Company Limited (the “**Company**”) is pleased to announce that an annual general meeting for the year ended 31 December 2014 (the “**AGM**”) of the Company was held at 9:30 a.m. on Friday, 22 May 2015 at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the People’s Republic of China (the “**PRC**”).

The number of issued shares of the Company as at the date of the AGM was 5,399,026,262 shares, of which 2,519,854,366 shares were domestic shares and 2,879,171,896 shares were H shares. Accordingly, the total number of shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM was 5,399,026,262 shares.

There were no shares entitling the shareholders to attend and abstain from voting in favour of any of the resolutions proposed at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). None of the shareholders of the Company has stated his or her intention in the Company’s circular dated 2 April 2015 to vote against or abstain from voting on any resolutions at the AGM. There were no shareholders of the Company that are required under the Listing Rules to abstain from voting.

The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles of Association of the Company. The AGM was chaired by Mr. Song Zhiping, an executive director and the chairman of the Board of the Company.

VOTING RESULTS OF AGM

For all the following resolutions, the shareholders and authorized proxies holding an aggregate of 3,360,836,492 shares, representing 62.25% of the total voting shares of the Company were present at the AGM.

All the resolutions at the AGM were taken by poll pursuant to the Listing Rules. The poll results in respect of the proposed resolutions at the AGM are as follows:

| Ordinary Resolutions | | For | % | Against | % |
|----------------------|---|---------------|---------|---------|--------|
| I. | As more than half (1/2) of the votes from the shareholders who attended and voted at the AGM were cast in favour of each of the following resolutions, the resolutions were duly passed as ordinary resolutions: | | | | |
| 1. | To consider and approve the report of the Board of the Company for the year ended 31 December 2014. | 3,360,580,492 | 99.9999 | 4,000 | 0.0001 |
| 2. | To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2014. | 3,360,580,492 | 99.9999 | 4,000 | 0.0001 |
| 3. | To consider and approve the report of the auditors and audited financial statements of the Company for the year ended 31 December 2014. | 3,360,580,492 | 99.9999 | 4,000 | 0.0001 |
| 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 2014 and to authorise the Board to distribute such final dividend to the shareholders of the Company. | 3,360,832,492 | 99.9999 | 4,000 | 0.0001 |
| 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 2015 in its absolute discretion (including, but not limited to, determining whether to distribute interim dividend for the year 2015). | 3,360,832,492 | 99.9999 | 4,000 | 0.0001 |

| Ordinary Resolutions | | For | % | Against | % |
|-----------------------------|---|---------------|----------|----------------|----------|
| 6. | To consider and approve the continuation of appointment of Baker Tilly China Certified Public Accountants 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. | 3,360,832,492 | 99.9999 | 4,000 | 0.0001 |
| Special Resolutions | | For | % | Against | % |
| II. | As more than two-third (2/3) of the votes from the shareholders who attended and voted at the AGM were cast in favour of each of the following resolutions, the resolutions were duly passed as special resolutions: | | | | |
| 7. | 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. | 2,778,723,136 | 82.68 | 582,113,356 | 17.32 |
| 8. | To consider and approve the Company's issuance of debt financing instruments in batches within the limit of issuance permitted under relevant laws and regulations as well as other regulatory documents. | 2,880,589,641 | 86.80 | 438,159,176 | 13.20 |

Baker Tilly China Certified Public Accountants, the auditor of the Company, has acted as the scrutineer and compared the poll results summary to the poll forms collected by the Company. The work performed by Baker Tilly China Certified Public Accountants in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

PAYMENT OF FINAL DIVIDEND

The Board wishes to inform the Company's shareholders that the details of the payment of the final dividend are as follows:

The Company will pay a final dividend of RMB890,839,333.23 in total (pre-tax) for the period from 1 January 2014 to 31 December 2014 (the "**2014 Final Dividend**") for shareholders whose names appear on the Company's register of members on Wednesday, 3 June 2015, representing RMB0.165 per share (pre-tax) based on 5,399,026,262 shares in issue as at the date of this announcement. The final amount of the dividend per share will be determined based on the number of shares of the Company in issue as at 3 June 2015. According to the Articles of Association of the Company, dividends will be denominated and declared in Renminbi. Dividends on domestic shares will be paid in Renminbi and dividends on H shares will be paid in Hong Kong dollars (except for the holders of H shares who became shareholders of the Company through Shanghai-Hong Kong stock exchanges connectivity mechanism (the "**Shanghai-Hong Kong Stock Connect**"), whose dividend will be paid in Renminbi). The relevant exchange rate will be the average middle rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the week prior to the date of declaration of dividends by the AGM (RMB0.7883 equivalent to HK\$1.00).

Dividend Tax Deduction

Enterprise Income Tax

In accordance with tax law and relevant requirements under taxation regulatory institutions of the PRC, the Company is required to withhold 10% enterprise income tax when it distributes the 2014 Final Dividend to all non-resident enterprise shareholders (including HKSCC Nominees Limited, other nominees, trustees or other entities and organizations, who will be deemed as non-resident enterprise shareholders) whose names appear on the H share register of members of the Company on 3 June 2015.

Pursuant to the "Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong stock exchanges connectivity mechanism" (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Cai Sui [2014] No. 81) (the "**Shanghai-Hong Kong Stock Connect Tax Policy**") jointly issued by the Ministry of Finance of the PRC, the State Administration of Taxation and China Securities Regulatory Commission, the dividends derived from the investment by a domestic corporate investor in stocks listed on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") through Shanghai-Hong Kong Stock Connect will be included in its total income and subject to enterprise income tax according to the law. In particular, dividends received by resident enterprises in the Mainland which hold H share for at least 12 consecutive months shall be exempted from enterprise income tax according to the law. In respect of the dividends received by domestic corporate investors, H share companies listed on the Hong Kong Stock Exchange will not

withhold relevant tax for such corporate investors. The tax payable shall be reported and paid by the enterprises themselves.

As such, when distributing the 2014 Final Dividend to the domestic corporate investors as the holders of H Shares of the Company whose names appear on the register of shareholders of the Company on 3 June 2015 provided by China Securities Depository and Clearing Corporation Limited (“**China Clearing**”), the Company shall not withhold tax on dividend for the domestic corporate investors. The tax payable shall be reported and paid by the enterprises themselves.

Individual Income Tax

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Tentative Measures on Withholding and Payment of Individual Income Tax (《個人所得稅代扣代繳暫行辦法》), the Shanghai-Hong Kong Stock Connect Tax Policy and other relevant laws and regulations and based on the Company’s consultation with the relevant PRC tax authorities, the Company is required to withhold and pay 20% individual income tax for the Company’s individual H shareholders whose names appear on the register of members of H shares of the Company (the “**Individual H Shareholders**”).

Pursuant to the Shanghai-Hong Kong Stock Connect Tax Policy, for dividends received by domestic individual investors from the investment in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the H share companies listed on the Hong Kong Stock Exchange shall withhold and pay individual income tax at a rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from the investment in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the income tax payable shall follow the same requirements in respect of domestic individual investors.

As such, when distributing the 2014 Final Dividend to the domestic individual investors (including domestic securities investment funds) as the holders of H Shares of the Company whose names appear on the register of shareholders of the Company on 3 June 2015 provided by China Clearing, the Company shall withhold and pay individual income tax in accordance with the requirements mentioned above on behalf of the investors.

Pursuant to the Notice on Matters concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》) issued by the State Administration of Tax and the letter titled “Tax arrangements on dividends paid to Hong Kong residents by Mainland companies” issued by the Stock Exchange, the overseas resident individual shareholders of the shares issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax arrangements between the countries where they reside and China and the tax arrangements between China mainland and Hong Kong (Macau). The Company will identify the country of domicile of Individual H Shareholders according to their registered address on the H share register of members of the Company on 3 June 2015 (the “**Registered Address**”). The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the Individual H Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the Individual H Shareholders or any disputes over the withholding mechanism or arrangements. Details of arrangements are as follows:

- for Individual H Shareholders who are Hong Kong and Macau residents and those whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the Individual H Shareholders.
- for Individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the Individual H Shareholders. If relevant Individual H Shareholders would like to apply for a refund of the additional amount of tax withheld and paid, the Company can assist the relevant shareholder to handle the application for the underlying preferential tax benefits pursuant to the tax treaties, provided that the relevant shareholder shall submit to the Company the information required under the “Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative)” (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協定待遇管理辦法試行〉的通知》國稅發[2009]124號) (the “**Tax Treaties Notice**”) on or before Wednesday, 10 June 2015. Upon examination and approval by competent tax authorities, the Company will assist in refunding the additional amount of tax withheld and paid.

- for Individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will finally withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty.
- for Individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or a country which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will finally withhold and pay individual income tax at the rate of 20% on behalf of the Individual H Shareholders.

If the domicile of an Individual H Shareholder is not the same as the Registered Address or if the Individual H Shareholder would like to apply for a refund of the additional amount of tax finally withheld and paid, the Individual H Shareholder shall notify and provide relevant supporting documents to the Company on or before 10 June 2015. Upon examination of the supporting documents by the relevant tax authorities, the Company will follow the guidance given by the tax authorities to implement relevant tax withholding provisions and arrangements. Individual H Shareholders may either personally or appoint a representative to attend to the procedures in accordance with the requirements under the Tax Treaties Notices if they do not provide the relevant supporting documents to the Company within the time period stated above.

Shareholders are recommended to consult their tax advisers regarding PRC, Hong Kong and other tax implications arising from their holding and disposal of H Shares of the Company.

The Company will appoint a receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay to such Receiving Agent the 2014 Final Dividend declared for payment to holders of H shares (except for the holders of H shares who became shareholders of the Company through Shanghai-Hong Kong Stock Connect, whose dividend will be paid in the manner set out below). The 2014 Final Dividend will be paid by the Receiving Agent on or before Friday, 26 June 2015. The cheques will be dispatched to holders of H shares by ordinary post at their own risk.

The Company will entrust the Shanghai Branch of China Clearing to pay the declared 2014 Final Dividend to the relevant investors who became the holders of H shares of the Company under the Shanghai-Hong Kong Stock Connect through its depository and clearing system.

By order of the Board
China National Building Material Company Limited*
Chang Zhangli
Secretary of the Board

Beijing, the PRC
22 May 2015

As at the date of this announcement, 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 Mr. Tao Zheng as non-executive directors and Mr. Shin Fang, Mr. Tang Yunwei, Mr. Zhao Lihua, Mr. Wu Liansheng and Mr. Sun Yanjun as independent non-executive directors.

** For identification purpose only*