

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



China National Materials Company Limited

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 01893)

ANNOUNCEMENT POLL RESULTS OF AGM HELD ON FRIDAY, 22 MAY 2015

The board of directors (the “**Board**”) of China National Materials Company Limited (the “**Company**”) is pleased to announce that the annual general meeting for the year 2014 (the “**AGM**”) was held at 2:00 p.m. on Friday, 22 May 2015 at meeting room No.3212 of the Company at 11 Beishuncheng Street, Xizhimennei, Xicheng District, Beijing 100035, the People’s Republic of China (the “**PRC**”).

At the AGM, the proposed resolutions set out in the notice of the AGM were voted by poll and all of them were duly passed.

The poll results in respect of the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		Total Number of Votes (Percentage of Total Number of Votes)	
		For	Against
1.	To consider and, if thought fit, to approve the report of the Board for the year ended 31 December 2014.	2,621,974,054 (99.99996%)	1,000 (0.00004%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
2.	To consider and, if thought fit, to approve the report of the supervisory committee of the Company for the year ended 31 December 2014.	2,621,974,054 (99.99996%)	1,000 (0.00004%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

ORDINARY RESOLUTIONS		Total Number of Votes (Percentage of Total Number of Votes)	
		For	Against
3.	To consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2014.	2,621,974,054 (99.99996%)	1,000 (0.00004%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
4.	To consider and, if thought fit, to approve the profit distribution proposal of the Company, namely, the proposal for distribution of a final dividend of RMB0.03 per share (tax inclusive) in an aggregate amount of approximately RMB107.14 million for the year ended 31 December 2014, and to authorise the chairman of the Board to implement the aforesaid distribution and sign any legal documents related to this resolution.	2,621,974,054 (99.99996%)	1,000 (0.00004%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5.	To consider and, if thought fit, to approve the re-appointment of SHINEWING (HK) CPA Limited and ShineWing Certified Public Accountant LLP, as the international and domestic auditors of the Company, respectively for the year 2015, the term of such re-appointment shall continue until the next annual general meeting of the Company, and to authorise the audit committee of the Board to determine their remuneration.	2,621,974,054 (99.99996%)	1,000 (0.00004%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

SPECIAL RESOLUTIONS		Total Number of Votes (Percentage of Total Number of Votes)	
		For	Against
6.	To consider and, if thought fit, to approve a general mandate to the Board to issue, allot and deal with (1) additional Unlisted Shares not exceeding 20% of the Unlisted Shares in issue; and (2) additional H Shares not exceeding 20% of the H Shares in issue, and to authorise the Board to make such corresponding amendments to the articles of association of the Company as it think fit so as to reflect the new capital structure upon the allotment and issue of the shares.	2,462,136,885 (93.9039%)	159,838,169 (6.0961%)
As more than two-thirds (2/3) of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
7.	To consider and, if thought fit, to approve: “ THAT (a) the Company be and is hereby authorised to issue the interim notes in the principal amount of including and not exceeding RMB2,500,000,000 (the “ Interim Notes ”); (b) in accordance with the applicable laws and regulations and then market conditions, any executive director of the Company be and is hereby, generally and unconditionally authorised, within the proposed issue of Interim Notes, to decide and deal with the matters in connection with the issue of the Interim Notes under the principle of acting in the best interest of the Company.”	2,613,331,698 (99.6703%)	8,643,356 (0.3297%)
As more than two-thirds (2/3) of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

The total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM was 3,571,464,000 shares, which was the number of total issued shares of the Company as at the date of the AGM.

There were no shares entitling the holders to attend and vote only against the resolutions proposed at the AGM and there were no restrictions on any shareholder casting votes on the resolutions proposed at the AGM. No party has stated its intention to vote against the resolutions proposed at the AGM or to abstain from voting.

Shareholders and authorised proxies holding an aggregate of 2,621,975,054 shares, representing 73.41% of the total issued share capital of the Company were present at the AGM. The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company. The AGM was chaired by Mr. Liu Zhijiang, the chairman of the Board.

In compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Computershare Hong Kong Investor Services Limited, the Company's H share registrar, acted as scrutineer for the vote-taking at the AGM.

By order of the Board
CHINA NATIONAL MATERIALS COMPANY LIMITED
Liu Zhijiang
Chairman of the Board

Beijing, the PRC
22 May 2015

As at the date of this announcement, the executive directors of the Company are Mr. Liu Zhijiang and Mr. Peng Jianxin, the non-executive directors of the Company are Mr. Yu Shiliang, Mr. Li Xinhua, Mr. Li Jianlun, Mr. Yu Guobo and Mr. Tang Baoqi, and the independent non-executive directors of the Company are Mr. Leung Chong Shun, Mr. Lu Zhengfei, Mr. Wang Shimin and Mr. Zhou Zude.

Please also refer to the published version of this announcement on the Company's website.