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China National Materials Company Limited

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

(Stock code: 01893)

APPOINTMENT AND RE-ELECTION OF DIRECTORS AND SUPERVISORS APPOINTMENT OF CHAIRMAN AND VICE CHAIRMAN OF THE BOARD APPOINTMENT OF CHAIRMAN OF THE SUPERVISORY COMMITTEE AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

Reference is made to the circular (the “**Circular**”) and the announcement (the “**Announcement**”) dated 13 June 2016 and 29 July 2016 respectively of China National Material Company Limited (the “**Company**”) in relation to, among other things, the appointment and re-election of directors and supervisors of the Company. Unless otherwise stated, terms defined in the Announcement and the Circular shall have the same respective meanings when used herein.

At the EGM, (i) the appointment of Mr. Shen Yungang and Mr. Wang Fengting as non-executive Directors, Mr. Wang Zhulin as independent non-executive Director, (ii) the re-election of Mr. Liu Zhijiang and Mr. Peng Jianxin as executive Directors, Mr. Li Xinhua and Mr. Li Jianlun as non-executive Directors, Mr. Leung Chong Shun and Mr. Lu Zhengfei as independent non-executive Directors, (iii) the appointment of Mr. Zhang Hai and Mr. Guo Yanming as shareholder representative Supervisors, and (iv) the re-election of Ms. Xu Weibing as a shareholder representative Supervisor were duly approved by the Shareholders by way of ordinary resolutions. The biographical details of each the above elected Directors and Supervisors were disclosed in the Circular.

A meeting of the Board was held on 29 July 2016 and it was resolved that:

- (1) Mr. Liu Zhijiang was appointed as the chairman of the Board with immediate effect and until the expiration of the term of the current session of the Board;
- (2) Mr. Li Xinhua was appointed as the vice chairman of the Board with immediate effect and until the expiration of the term of the current session of the Board;
- (3) the composition of each of the special committees of the Board will be as follows:
 - (a) the strategy committee of the Board will comprise of Mr. Liu Zhijiang, Mr. Li Xinhua and Mr. Peng Jianxin, and will be chaired by Mr. Liu Zhijiang;

- (b) the audit committee of the Board will comprise of Mr. Lu Zhengfei, Mr. Li Xinhua and Mr. Wang Zhulin, and will be chaired by Mr. Lu Zhengfei;
- (c) the remuneration committee of the Board will comprise of Mr. Wang Zhulin, Mr. Leung Chong Shun and Mr. Lu Zhengfei, and will be chaired by Mr. Wang Zhulin;
- (d) the nomination committee of the Board will comprise of Mr. Liu Zhijiang, Mr. Leung Chong Shun and Mr. Lu Zhengfei, and will be chaired by Mr. Liu Zhijiang.

On 29 July 2016, the annual remuneration package of the Directors was determined by the remuneration committee of the Board as authorized by the Shareholders on the EGM. The annual remuneration package for each of the independent non-executive Directors are in the amount of RMB180,000 (tax inclusive), respectively; Mr. Liu Zhijiang, as an executive Director, and each of the non-executive Directors will not receive any remuneration from the Company; Mr. Peng Jianxin, as an executive Director and the president of the Company, will not receive any remuneration from the Company as Director and will receive remuneration from the Company as the Company's president according to the Provisional Administrative Rules on the Remuneration of the Senior Management of the Company.

A meeting of the supervisory committee of the Company was held on 29 July 2016 and it was resolved that Ms. Xu Weibing was appointed as the chairman of the supervisory committee of the Company with immediate effect and until the expiration of the term of the current session of the supervisory committee of the Company.

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

Beijing, China
29 July 2016

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. Li Xinhua, Mr. Li Jianlun, Mr. Shen Yungang and Mr. Wang Fengting; and the independent non-executive directors of the Company are Mr. Leung Chong Shun, Mr. Lu Zhengfei and Mr. Wang Zhulin.

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