

*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 EGM HELD ON FRIDAY, 29 JULY 2016

The board of directors (the "**Board**") of China National Materials Company Limited (the "**Company**") is pleased to announce that the extraordinary general meeting (the "**EGM**") was held at 2:00 p.m. on Friday, 29 July 2016 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 EGM, the proposed resolutions set out in the notice of the EGM were voted by poll and all of them were duly passed.

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

SPECIAL RESOLUTION		Total Number of Votes (Percentage of Total Number of Votes)	
		For	Against
1.	To consider and, if thought fit, to approve the amendments to the articles of association of the Company.	2,658,413,577 (100.000000%)	0 (0.000000%)
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.			
ORDINARY RESOLUTIONS		Total Number of Votes (Percentage of Total Number of Votes)	
		For	Against
2.	To consider and, if thought fit, to approve the amendments to the rules of procedures of the general meeting of the Company.	2,658,413,577 (100.000000%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3.	To consider and, if thought fit, to approve the amendments to the rules of procedures of the board of directors of the Company.	2,658,413,577 (100.000000%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
4.	To consider and, if though fit, to approve the amendments to the rules of procedures of the supervisory committee of the Company.	2,658,413,577 (100.000000%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as			

	an ordinary resolution.		
5.	To consider and, if thought fit, to approve the appointment of Mr. Shen Yungang as a non-executive director of the Company, to authorize the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	2,651,726,577 (99.748459%)	6,687,000 (0.251541%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
6.	To consider and, if thought fit, to approve the appointment of Mr. Wang Fengting as a non-executive director of the Company, to authorize the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	2,651,726,577 (99.748459%)	6,687,000 (0.251541%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
7.	To consider and, if thought fit, to approve the appointment of Mr. Wang Zhulin as an independent non-executive director of the Company, to authorize the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	2,658,413,577 (100.000000%)	0 (0.000000%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
8.	To consider and, if thought fit, to approve the appointment of Mr. Zhang Hai as a shareholder representative supervisor of the Company, to pay him the remuneration in the amount of RMB15,000 per year (tax inclusive), and to authorize the chairman of the board of directors of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	2,646,231,106 (99.541739%)	12,182,471 (0.458261%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
9.	To consider and, if thought fit, to approve the appointment of Mr. Guo Yanming as a shareholder representative supervisor of the Company, to pay him the remuneration in the amount of RMB15,000 per year (tax inclusive), and to authorize the chairman of the board of directors of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	2,652,650,926 (99.783230%)	5,762,651 (0.216770%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

10.	To consider and, if thought fit, to approve the re-election of Mr. Liu Zhijiang as an executive director of the Company, to authorize the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	2,632,937,106 (99.041666%)	25,476,471 (0.958334%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
11.	To consider and, if thought fit, to approve the re-election of Mr. Peng Jianxin as an executive director of the Company, to authorize the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	2,651,726,577 (99.748459%)	6,687,000 (0.251541%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
12.	To consider and, if thought fit, to approve the re-election of Mr. Li Xinhua as a non-executive director of the Company, to authorize the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	2,651,726,577 (99.748459%)	6,687,000 (0.251541%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
13.	To consider and, if thought fit, to approve the re-election of Mr. Li Jianlun as a non-executive director of the Company, to authorize the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	2,651,726,577 (99.748459%)	6,687,000 (0.251541%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
14.	To consider and, if thought fit, to approve the re-election of Mr. Leung Chong Shun as an independent non-executive director of the Company, to authorize the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	2,658,413,577 (100.000000%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

	an ordinary resolution.		
15.	To consider and, if thought fit, to approve the re-election of Mr. Lu Zhengfei as an independent non-executive director of the Company, to authorize the remuneration committee of the board of directors of the Company to determine his remuneration, and to authorize the chairman of the board of directors or any executive director of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	2,651,939,577 (99.756471%)	6,474,000 (0.243529%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
16.	To consider and, if thought fit, to approve the re-election of Ms. Xu Weibing as a shareholder representative supervisor of the Company, to pay her the remuneration in the amount of RMB15,000 per year (tax inclusive), and to authorize the chairman of the board of directors of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	2,646,231,106 (99.541739%)	12,182,471 (0.458261%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
17.	To consider and, if thought fit, to approve the payment of the remuneration in the amount of RMB15,000 per year (tax inclusive) to Mr. Wang Yingcai as an employee representative supervisor of the Company, and to authorize the chairman of the board of directors of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	2,658,413,577 (100.000000%)	0 (0.000000%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
18.	To consider and, if thought fit, to approve the payment of the remuneration in the amount of RMB15,000 per year (tax inclusive) to Mr. Qu Xiaoli as an employee representative supervisor of the Company, and to authorize the chairman of the board of directors of the Company to execute a service contract or such other documents or supplemental agreements or deeds on behalf of the Company.	2,658,413,577 (100.000000%)	0 (0.000000%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

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

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

Shareholders and authorized proxies holding an aggregate of 2,658,413,577 shares, representing approximately 74.434842% of the total issued share capital of the Company, were present at the EGM. The

holding of the EGM was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company. The EGM 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 EGM.

*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.*