



**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)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD  
ON WEDNESDAY, 6 DECEMBER 2017 *(Note 1)***

I/We *(Note 2)* \_\_\_\_\_ of \_\_\_\_\_

(as shown in the register of members) being the registered holder(s) of *(Note 3)* \_\_\_\_\_ domestic shares/  
H shares *(Note 4)* of RMB1.00 each in the share capital of China National Building Material Company Limited (the “Company”) **HEREBY  
APPOINT THE CHAIRMAN OF THE MEETING** *(Note 5)* or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy(ies) to attend and act for me/us at the extraordinary general meeting (the “EGM”) of the Company to be held at 9:30 a.m. on Wednesday, 6 December 2017 at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the People’s Republic of China (the “PRC”) (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as my/our proxy(ies) thinks fit. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the circular dated 20 October 2017 issued by the Company.

Special Resolutions		For <i>(Note 6)</i>	Against <i>(Note 6)</i>
1.	To consider and approve the Merger Agreement dated 8 September 2017 entered into between CNBM and Sinoma, a copy of the Merger Agreement has been produced to the CNBM EGM marked “A” and signed by the chairman of the EGM for identification purpose, and the Merger and the transactions contemplated under the Merger Agreement.		
2.	(a) To consider and approve conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in CNBM H Shares, the grant of special mandate to the CNBM’s Board for the issuance of CNBM H Shares pursuant to the Merger Agreement as set out in the CNBM Circular.		
	(b) To consider and approve the grant of specific mandate to the CNBM’s Board for the issuance of CNBM Unlisted Shares pursuant to the Merger Agreement as set out in the CNBM Circular.		
3.	To consider and authorise any director(s) of CNBM, for and on behalf of CNBM, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of CNBM as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the implementations and completion of the Merger and the Merger Agreement and the transactions contemplated thereunder; and/or (ii) any amendment, variation or modification of the Merger and the Merger Agreement and the transactions contemplated thereunder upon such terms and conditions as the board of directors of CNBM may think fit.		
4.	(a) To consider and approve the proposed amendments to the articles of association of CNBM as set out in Appendix V of the CNBM Circular and authorise the CNBM’s Board to deal with on behalf of CNBM the relevant application, approval, registration, filing procedures and other related issues arising from the amendments to the articles of association of CNBM.		
	(b) To consider and approve the proposed amendments to the rules of procedures of the shareholders’ general meetings of CNBM as set out in Appendix V of the CNBM Circular and authorise the CNBM’s Board to deal with on behalf of CNBM the relevant application, approval, registration, filing procedures and other related issues arising from the amendments to the rules of procedures of the shareholders’ general meetings of CNBM.		

\* For identification purposes only

Ordinary Resolution		For <sup>(Note 6)</sup>	Against <sup>(Note 6)</sup>
5.	To consider and approve the appointment of Ms. Xu Weibing as a CNBM Supervisor of CNBM in replacement of Mr. Wu Jiwei to hold office with effect from the date on which this resolution is approved until 26 May 2019 and to consider and approve the remuneration of Ms. Xu, as set out in the CNBM Circular.		

Date: \_\_\_\_\_ 2017

Signature(s) <sup>(Note 7)</sup>: \_\_\_\_\_

*Notes:*

- IMPORTANT: You should first review the Circular of the Company dated 20 October 2017 relating to, among other things, the (1) merger of CNBM and SINOMA (2) major and connected transaction for CNBM (3) mandate by CNBM to issue CNBM H shares and CNBM unlisted shares (4) proposed amendments to the articles of association of CNBM (5) proposed change of supervisor (6) notice of the CNBM extraordinary general meeting (7) notice of CNBM H shareholders' class meeting (8) notice of CNBM domestic shareholder' class meeting, before appointing the proxy.**
- Please insert the full name(s) (in Chinese or English) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
- Please strike out the type of shares (domestic shares or H shares) to which this form of proxy does not relate.
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words **"THE CHAIRMAN OF THE MEETING"** and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST".** If no direction is given, your proxy may vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If this form of proxy is signed by an attorney of a shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
- 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 notice of the EGM, to attend and exercise all the voting powers attached to such share at the EGM.
- In order to be valid, this 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 if you are a holder of domestic shares and at the H share registrar of the Company, Tricor Investor Services Limited, if you are a holder of H shares not less than 48 hours before the time fixed for holding the EGM (i.e. not later than 9:30 a.m. on Monday, 4 December 2017) or any adjournment thereof (as the case may be).
- The address and contact details of the H share registrar of the Company, Tricor Investor Services Limited, are as follows:  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong  
Telephone No.: (+852) 2980 1333  
Facsimile No.: (+852) 2810 8185
- The address and contact details of the Company's principal place of business in the PRC are as follows:  
Tower 2, Guohai Plaza  
No. 17 Fuxing Road, Haidian District, Beijing, the PRC  
Telephone No.: (+86) 10 6813 8300  
Facsimile No.: (+86) 10 6813 8388
- A shareholder or his/her/its proxy should produce proof of identity when attending the EGM. If a corporate shareholder appoints its legal representative to attend the EGM, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or other governing body of such shareholder appointing such legal representative to attend the EGM.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

## PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address or by email to [cnbm3323-ecom@hk.tricorglobal.com](mailto:cnbm3323-ecom@hk.tricorglobal.com).