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**Sinoma**

China National Materials  
Company Limited

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

## **NOTICE OF SINOMA EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Sinoma EGM**”) of the shareholders of China National Materials Company Limited (“**Sinoma**”) will be held at 9:30 a.m. on Wednesday, 6 December 2017 at No. 2 meeting room on the 6th Floor, Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the People's Republic of China (“**PRC**”), for the purposes of considering and, if thought fit, passing the following resolutions. Unless otherwise stated, capitalized terms used herein shall have the same meanings as defined in the merger document jointly issued by Sinoma and China National Building Material Company Limited (“**CNBM**”) dated 20 October 2017.

### **AS SPECIAL RESOLUTIONS**

1. To consider and, if thought fit, to approve, confirm and ratify the Merger Agreement dated 8 September 2017 entered into between Sinoma and CNBM and the Merger and the transactions contemplated under the Merger Agreement.
2. To consider and, if thought fit, to approve that any director of Sinoma be authorized to do all such acts and things, to sign and execute all such other documents, deeds and instruments, to make applications to the relevant regulatory authorities and to take such steps as they may consider necessary, appropriate, expedient and in the interest of Sinoma to give effect to and in connection with any transactions contemplated under the Merger Agreement.

## AS ORDINARY RESOLUTION

1. To consider and, if thought fit, to approve the adoption of the share option incentive scheme of Sinoma International Engineering Co., Ltd. (amended draft), which is as described in the summary circulated to the shareholders of Sinoma.

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

Beijing, 20 October 2017

*As at the date of this notice, Sinoma's Board comprises Mr. Liu Zhijiang and Mr. Peng Jianxin as executive directors, Mr. Li Xinhua, Mr. Li Jianlun, Mr. Shen Yungang and Mr. Wang Fengting as non-executive directors, and Mr. Leung Chong Shun, Mr. Lu Zhengfei and Mr. Wang Zhulin as independent non-executive directors.*

*Notes:-*

### **1. Eligibility for Attending the Sinoma EGM**

Holders of Sinoma H shares whose names appear on the register of Sinoma maintained by Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of Sinoma in Hong Kong, on Wednesday, 6 December 2017 shall be entitled to attend the Sinoma EGM.

Holders of Sinoma H shares intending to attend and vote at the Sinoma EGM to be held on Wednesday, 6 December 2017 shall lodge all the transfer documents for Sinoma H shares with the relevant share certificates to the H share registrar and transfer office of Sinoma in Hong Kong, Computershare Hong Kong Investor Services Limited, at rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 3 November 2017.

### **2. Proxy**

- (1) Shareholders entitled to attend and vote at the Sinoma EGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. The proxy need not be a shareholder of Sinoma.
- (2) A proxy shall be appointed by a shareholder by a written instrument signed by the appointor or his attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under hand of its director(s) or duly authorized attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorization of such attorney shall be notarized.
- (3) To be valid, the notarized power of attorney or other document(s) of authorization (if any) and the form of proxy shall be delivered to (i) the registered office address of Sinoma for holders of domestic shares and unlisted foreign shares; and (ii) Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of Sinoma in Hong Kong, for holders of Sinoma H shares, no less than 48 hours before the time fixed for convening the Sinoma EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so desires.

(4) If a shareholder appoints more than one proxy, such proxies shall only exercise their voting rights by a poll.

### **3. Registration Procedures for Attending the Sinoma EGM**

- (1) A shareholder or his proxy shall produce his identification document when attending the Sinoma EGM. Where a shareholder is a legal person, the legal representative of that shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the resolutions of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (2) Shareholders intending to attend the Sinoma EGM shall return to Sinoma the reply slip stating their attendance on or before Wednesday, 15 November 2017.
- (3) A shareholder may return the above reply slip to Sinoma in person, by post or by facsimile to the office of Sinoma or Computershare Hong Kong Investor Services Limited.

### **4. Closure of Register of Members**

The Register of Members will be closed from Saturday, 4 November 2017 to Wednesday, 6 December 2017 (both days inclusive), during which period no transfer of shares will be registered.

### **5. Method of Voting at the Sinoma EGM**

Pursuant to Rule 13.39 (4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the Sinoma EGM will demand a poll in relation to all the proposed resolutions at the Sinoma EGM.

### **6. Miscellaneous**

- (1) The Sinoma EGM is expected to be held for less than half a day. Shareholders attending the Sinoma EGM shall be responsible for their own travelling and accommodation expenses.
- (2) The address of the Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of Sinoma in Hong Kong is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The registered office and the contact details of Sinoma are:

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Tower 2,  
Guohai Plaza,  
No. 17 Fuxing Road,  
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