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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 H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the H shareholders' class meeting (the "**Sinoma H Shareholders' Class Meeting**") of China National Materials Company Limited ("**Sinoma**") will be held at 10:30 a.m. or immediately following the conclusion of the Sinoma EGM or any adjournment thereof 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**"), or immediately following the conclusion of the Sinoma EGM or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution. 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 RESOLUTION

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.

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 H Shareholders' Class Meeting

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 H Shareholders' Class Meeting.

Holders of Sinoma H shares intending to attend and vote at the Sinoma H Shareholders' Class Meeting 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 H Shareholders' Class Meeting 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 Company 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 H Shareholders' Class Meeting 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 H Shareholders' Class Meeting

- (1) A shareholder or his proxy shall produce his identification document when attending the Sinoma H Shareholders' Class Meeting. 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 H Shareholders' Class Meeting 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 H Shareholders' Class Meeting

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 H Shareholders' Class Meeting will demand a poll in relation to all the proposed resolutions at the Sinoma H Shareholders' Class Meeting.

6. Miscellaneous

- (1) The Sinoma H Shareholders' Class Meeting of Sinoma is expected to be held for less than half a day. Shareholders attending the Sinoma H Shareholders' Class Meeting 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:

8th Floor,
Tower 2,
Guohai Plaza,
No. 17 Fuxing Road,
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