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**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)

## **NOTICE OF THE CNBM EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“**CNBM EGM**”) of China National Building Material Company Limited (“**CNBM**”) will be held at Tower 2, Guohai Plaza, No.17 Fuxing Road, Haidian District, Beijing, the People’s Republic of China on Wednesday, 6 December 2017 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular dated 20 October 2017 issued by CNBM (the “**CNBM Circular**”).

### **AS SPECIAL RESOLUTIONS**

1. “**THAT** 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 be and are hereby approved, confirmed and ratified.”
2. (a) “**THAT** 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 be and is hereby approved.”

\* *For identification purposes only*

- (b) “**THAT** 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 be and is hereby approved.”
3. “**THAT** any director(s) of CNBM be and is/are hereby authorised, 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) “**THAT** the proposed amendments to the articles of association of CNBM as set out in Appendix V of the CNBM Circular be and are hereby approved and the CNBM’s Board be and is hereby authorised 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”; and
- (b) “**THAT** 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 be and are hereby approved and the CNBM’s Board be and is hereby authorised 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”.

#### **AS ORDINARY RESOLUTION**

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.

By order of the Board  
**China National Building Material Company Limited\***  
**Song Zhiping**  
*Chairman of CNBM’s Board*

Beijing, the PRC  
20 October 2017

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*Notes:*

- (1) All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. The chairman of the meeting will therefore demand a poll for every resolution put to vote at the CNBM EGM in accordance with CNBM's Articles. An announcement on the poll vote results will be made by CNBM after the CNBM EGM in the manner prescribed under Listing Rule 13.39(5). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and CNBM in accordance with the Listing Rules.
- (2) For determining the entitlement to attend and vote at the above meeting, the register of members of CNBM will be closed from Saturday, 4 November 2017 to Wednesday, 6 December 2017, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the CNBM EGM, holders of the CNBM H Shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at CNBM's H share registrar, Tricor Investor Services Limited for registration not later than 4:30 p.m. on Friday, 3 November 2017.
- (3) A CNBM Shareholder entitled to attend and vote at the CNBM EGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a CNBM Shareholder. Where a CNBM Shareholder appoints more than one proxy, his proxies can only vote on a poll.
- (4) The instrument appointing a proxy must be in writing under the hand of a CNBM Shareholder or his attorney duly authorised. If the CNBM Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of a CNBM Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
- (5) In order to be valid, the 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 CNBM's principal place of business in the PRC for holders of the CNBM Domestic Shares and at the H share registrar of CNBM, Tricor Investor Services Limited, for holders of the CNBM H Shares not less than 48 hours before the time fixed for holding the CNBM EGM (i.e. not later than 9:30 a.m. Monday, 4 December 2017) or any adjournment thereof (as the case may be).
- (6) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by CNBM prior to the commencement of the CNBM EGM.
- (7) CNBM Shareholders who intend to attend the CNBM EGM in person or by proxy should return the reply slip, for information purposes, to the Secretariat of the Board at CNBM's principal place of business in the PRC for holders of the CNBM Domestic Shares and to the H share registrar of CNBM, Tricor Investor Services Limited, for holders of the CNBM H Shares on or before Wednesday, 15 November 2017 by hand, by post or by fax.

- (8) The address and contact details of the H share registrar of CNBM, 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

- (9) The address and contact details of CNBM'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

- (10) In accordance with CNBM's Articles, 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 this notice, to attend and exercise all the voting powers attached to such share at the CNBM EGM, and this notice shall be deemed to be given to all joint holders of such share.
- (11) The CNBM EGM is expected to be concluded within half a day. CNBM Shareholders (in person or by proxy) attending the CNBM EGM are responsible for their own transportation and accommodation expenses. CNBM Shareholders or their proxies attending the CNBM EGM shall produce identity documents.
- (12) References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this announcement, the board of directors of CNBM comprises Mr. Song Zhiping, Mr. Cao Jianglin, Mr. Peng Shou, Mr. Cui Xingtai and Mr. Chang Zhangli as executive directors, Mr. Guo Chaomin, Mr. Chen Yongxin and Mr. Tao Zheng as non-executive directors and Mr. Sun Yanjun, Mr. Liu Jianwen, Mr. Zhou Fangsheng, Mr. Qian Fengsheng and Ms. Xia Xue as independent non-executive directors.*