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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 of its members)

(Stock Code: 3323)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**EGM**”) of China National Building Material Company Limited (the “**Company**”) will be held at 9:30 a.m. on Friday, 19 November 2021 at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the People’s Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 2 November 2021 (the “**Circular**”).

AS ORDINARY RESOLUTIONS

1. (a) To consider and approve the election of Mr. Zhou Yuxian as an executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Zhou, as set out in the Circular;
- (b) To consider and approve the election of Mr. Chang Zhangli as an executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Chang, as set out in the Circular;
- (c) To consider and approve the election of Mr. Fu Jinguang as an executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Fu, as set out in the Circular;

- (d) To consider and approve the election of Mr. Xiao Jiaxiang as an executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Xiao as set out in the Circular;
- (e) To consider and approve the election of Mr. Wang Bing as an executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Wang, as set out in the Circular;
- (f) To consider and approve the election of Mr. Li Xinhua as a non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Li, as set out in the Circular;
- (g) To consider and approve the election of Mr. Wang Yumeng as a non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Wang, as set out in the Circular;
- (h) To consider and approve the election of Mr. Peng Shou as a non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Peng, as set out in the Circular;
- (i) To consider and approve the election of Mr. Shen Yungang as a non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Shen, as set out in the Circular;
- (j) To consider and approve the election of Ms. Fan Xiaoyan as a non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Ms. Fan, as set out in the Circular;
- (k) To consider and approve the election of Mr. Sun Yanjun as an independent non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Sun, as set out in the Circular;
- (l) To consider and approve the election of Mr. Liu Jianwen as an independent non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Liu, as set out in the Circular;

- (m) To consider and approve the election of Mr. Zhou Fangsheng as an independent non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Zhou, as set out in the Circular;
 - (n) To consider and approve the election of Mr. Li Jun as an independent non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Li, as set out in the Circular; and
 - (o) To consider and approve the election of Ms. Xia Xue as an independent non-executive director of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Ms. Xia, as set out in the Circular.
- 2.
- (a) To consider and approve the election of Ms. Zhan Yanjing as a supervisor representing the Shareholders of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Ms. Zhan as set out in the Circular;
 - (b) To consider and approve the election of Mr. Wei Rushan as a supervisor representing the Shareholders of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Wei, as set out in the Circular;
 - (c) To consider and approve the election of Ms. Hu Juan as a supervisor representing the Shareholders of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Ms. Hu, as set out in the Circular;
 - (d) To consider and approve the election of Mr. Wu Weiku as an independent supervisor of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Wu, as set out in the Circular; and

- (e) To consider and approve the election of Mr. Li Xuan as an independent supervisor of the Company to hold office with effect from the date of the passing of this resolution until 18 November 2024 and to consider and approve the remuneration of Mr. Li, as set out in the Circular.

By order of the Board
China National Building Material Company Limited*
Chang Zhangli
Executive Director and President

Beijing, the PRC
2 November 2021

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 the resolution put to vote at the EGM in accordance with the Articles of Association. An announcement on the poll vote results will be made by the Company after the 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 the Company in accordance with the Listing Rules.
- (2) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 16 November 2021 to Friday, 19 November 2021, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, holders of the H Shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited for registration not later than 4:30 p.m. on Monday, 15 November 2021.
- (3) 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. Where a 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 Shareholder or his attorney duly authorised. If the 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 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 the Company's principal place of business in the PRC for holders of the Domestic Shares, and at the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, for holders of the H Shares not less than 24 hours before the time appointed for the EGM (i.e. not later than 9:30 a.m. on Thursday, 18 November 2021) 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 the Company prior to the commencement of the EGM.
- (7) The address and contact details of the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, are as follows:
- Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong
Telephone No.: (+852) 2980 1333
Facsimile No.: (+852) 2810 8185
- (8) 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
- (9) In accordance with the 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 this notice, to attend and exercise all the voting powers attached to such share at the EGM, and this notice shall be deemed to be given to all joint holders of such share.
- (10) The EGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce identity documents.
- (11) References to time and dates in this notice are to Hong Kong time and dates.

* *For identification purpose only*