
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China National Building Material Company Limited, you should hand this circular to the purchaser or transferee or the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**PROPOSED ELECTION AND APPOINTMENT
OF DIRECTORS AND SUPERVISORS
AND
NOTICE OF THE EGM**

Capitalized terms used on this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 1 to 24 of this circular.

The notice convening the EGM to be held at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the People's Republic of China at 9:30 a.m. on Friday, 19 November 2021, is contained in this circular. Shareholders are advised to read the notice and to complete and return the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon.

Whether or not you are able to attend the EGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event 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).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

2 November 2021

References to time and dates in this circular are to Hong Kong time and dates.

* *For identification purpose only*

CONTENTS

	<i>Page</i>
DEFINITIONS	ii
LETTER FROM THE BOARD	1
1. INTRODUCTION	2
2. PROPOSED ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS	2
3. EGM	23
4. RECOMMENDATIONS	23
5. VOTING BY POLL	24
6. GENERAL	24
NOTICE OF THE EGM	25

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

“BBMG”	北京金隅資產經營管理有限責任公司 (BBMG Assets Management Co., Ltd.) (previously known as BBMG Group Company Limited)
“BBMG Group”	北京金隅集團股份有限公司 (BBMG Corporation) (previously known as 北京金隅股份有限公司 BBMG Corporation)
“BNBM”	北新集團建材股份有限公司 (Beijing New Building Material Public Limited Company)
“BNBMG”	北新建材集團有限公司 (Beijing New Building Material (Group) Co., Ltd.)
“Board”	the board of directors of the Company
“Building Materials Academy”	中國建築材料科學研究總院有限公司 (China Building Materials Academy Co., Ltd.)
“China Jushi”	中國巨石股份有限公司 (China Jushi Co., Ltd.) (previously known as 中國玻纖股份有限公司 China Fiberglass Company Limited)
“China Reform Holdings”	中國國新控股有限責任公司 (China Reform Holdings Corporation Ltd.)
“China Triumph”	中國建材國際工程集團有限公司 (China Triumph International Engineering Company Limited)
“China United Cement”	中國聯合水泥集團有限公司 (China United Cement Corporation)
“Cinda”	中國信達資產管理股份有限公司 (China Cinda Asset Management Co., Ltd.)
“CNBM Investment”	中建材投資有限公司 (CNBM Investment Company Limited) (previously known as 北新物流有限公司 BND Co., Limited)
“CNBM Trading”	中建材集團進出口有限公司 (China National Building Material Import and Export Co., Ltd.)

DEFINITIONS

“Company” or “CNBM”	中國建材股份有限公司 (China National Building Material Company Limited*)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	the ordinary shares with a nominal value of RMB1.00 each in the registered capital of the Company, which are subscribed for in RMB
“EGM”	the extraordinary general meeting of the Company to be held at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the PRC on Friday, 19 November 2021 at 9:30 a.m.
“Group”	the Company and, except where the context otherwise requires, all its subsidiaries
“H Share(s)”	the overseas listed foreign shares in the share capital of the Company
“Jushi Group”	巨石集團有限公司 (Jushi Group Company Limited)
“Latest Practicable Date”	29 October 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Ningxia Building Materials”	寧夏建材集團股份有限公司 (Ningxia Building Materials Group Co., Limited)
“North Cement”	北方水泥有限公司 (North Cement Company Limited)
“Parent”	中國建材集團有限公司 (China National Building Material Group Co., Ltd.*) (previously known as 中國建築材料集團有限公司 China National Building Materials Group Corporation)
“PRC”	the People’s Republic of China

DEFINITIONS

“Qilianshan”	甘肅祁連山水泥集團股份有限公司 (Gansu Qilianshan Cement Group Company Limited)
“Qilianshan Holdings”	甘肅祁連山建材控股有限公司 (Gansu Qilianshan Building Materials Holdings Company Limited)
“Shanshui Cement”	中國山水水泥集團有限公司 (China Shanshui Cement Group Limited)
“Share(s)”	ordinary shares of the Company with a nominal value of RMB1.00 each, comprising Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of Share(s)
“Sinoma”	中國中材股份有限公司 (China National Materials Company Limited), a joint stock company incorporated in the PRC with limited liability
“Sinoma International”	中國中材國際工程股份有限公司 (Sinoma International Engineering Co., Ltd.)
“Sinoma Parent”	中國中材集團有限公司 (China National Materials Group Corporation Ltd.), a wholly-owned subsidiary of the Parent
“Sinoma Science & Technology”	中材科技股份有限公司 (Sinoma Science & Technology Co., Ltd.)
“South Cement”	南方水泥有限公司 (South Cement Company Limited)
“Southwest Cement”	西南水泥有限公司 (Southwest Cement Company Limited)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“Tianshan Cement”	新疆天山水泥股份有限公司 (Xinjiang Tianshan Cement Co., Ltd.*)

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Chang Zhangli (*President*)
Mr. Peng Shou
Mr. Cui Xingtai
Mr. Fu Jinguang

Non-executive Directors:

Ms. Zhan Yanjing
Mr. Tao Zheng
Mr. Chen Yongxin
Mr. Shen Yungang
Ms. Fan Xiaoyan

Independent non-executive Directors:

Mr. Sun Yanjun
Mr. Liu Jianwen
Mr. Zhou Fangsheng
Mr. Li Jun
Ms. Xia Xue

Joint company secretaries:

Mr. Yu Kaijun
Ms. Lee Mei Yi

Registered Office:

Tower 2 (Building B)
Guohai Plaza
No. 17 Fuxing Road
Haidian District
Beijing
The PRC

Place of Business in Hong Kong:

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

To the Shareholders of the Company

Dear Sir or Madam,

**PROPOSED ELECTION AND APPOINTMENT
OF DIRECTORS AND SUPERVISORS
AND
NOTICE OF THE EGM**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed election and appointment of Directors and Supervisors, in order to allow you to make an informed decision on voting in respect of the resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

2. PROPOSED ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS

In accordance with the articles of association of the Company, the term of office of the Directors shall commence from the date of appointment and election until the expiry of the relevant session of the Board, and each session shall be for a term of 3 years. Thus all incumbent Directors and Supervisors shall be subject to election at the forthcoming EGM.

The Board hereby announces that, at a board meeting held on 29 October 2021, the Board resolved to propose the election and appointment of Mr. Zhou Yuxian, Mr. Chang Zhangli, Mr. Fu Jinguang, Mr. Xiao Jiaxiang and Mr. Wang Bing as executive Directors of the fifth session of the Board; election and appointment of Mr. Li Xinhua, Mr. Wang Yumeng, Mr. Peng Shou, Mr. Shen Yungang and Ms. Fan Xiaoyan as non-executive Directors of the fifth session of the Board; and election and appointment of Mr. Sun Yanjun, Mr. Liu Jianwen, Mr. Zhou Fangsheng, Mr. Li Jun and Ms. Xia Xue as independent non-executive Directors of the fifth session of the Board. In addition, the Board also, at the same meeting, proposed the election of Mr. Zhou Yuxian (if elected as an executive Director of the Company) to be the chairman of the fifth session of the Board.

Mr. Zhou Yuxian, Mr. Li Xinhua, Mr. Chang Zhangli, Mr. Wang Yumeng, Mr. Peng Shou, Mr. Fu Jinguang, Mr. Xiao Jiaxiang, Mr. Wang Bing, Mr. Shen Yungang, Ms. Fan Xiaoyan, Mr. Sun Yanjun, Mr. Liu Jianwen, Mr. Zhou Fangsheng, Mr. Li Jun and Ms. Xia Xue are the candidates for the fifth session of the Board. Pursuant to the relevant requirements of the State Owned Assets Supervision and Administration Commission of the State Council of the People's Republic of China and the Parent, if elected and appointed, Mr. Zhou Yuxian, Mr. Li Xinhua, Mr. Chang Zhangli, Mr. Wang Yumeng, Mr. Peng Shou, Mr. Fu Jinguang, Mr. Xiao Jiaxiang, Mr. Wang Bing, Mr. Shen Yungang and Ms. Fan Xiaoyan will not receive any remuneration as Directors from the Company during their term of office.

The Board further announces that, at a meeting of the Supervisory Committee held on 29 October 2021, the Supervisory Committee resolved to propose the election and appointment of Ms. Zhan Yanjing, Mr. Wei Rushan and Ms. Hu Juan as Supervisors representing the Shareholders of the Company of the fifth session of the Supervisory Committee; and election and appointment of Mr. Wu Weiku and Mr. Li Xuan as independent Supervisors of the fifth session of the Supervisory Committee. In addition, the Supervisory Committee, at the same meeting, proposed the election of Ms. Zhan Yanjing (if elected as a Supervisors representing the Shareholders of the Company) to be the chairman of the fifth session of the Supervisory Board.

Ms. Zhan Yanjing, Mr. Wei Rushan, Ms. Hu Juan, Mr. Wu Weiku and Mr. Li Xuan have been nominated as candidates for the fifth session of the Supervisory Committee. Pursuant to the relevant requirements of the State Owned Assets Supervision and Administration Commission of the State Council of the People's Republic of China and the Parent, if elected and appointed, Ms. Zhan Yanjing, Mr. Wei Rushan and Ms. Hu Juan will not receive any remuneration as Supervisors from the Company during their term of office.

LETTER FROM THE BOARD

Directors of the fourth session of the Board and Supervisors of the fourth session of the Supervisory Committee who are not listed above as Director candidates and Supervisor candidates will retire when the Shareholders approve the appointment of the Directors of the fifth session of the Board and the appointment of the Supervisors of the fifth session of the Supervisory Committee at the EGM.

The Company would like to thank all Directors of the fourth session of the Board and all Supervisors of the fourth session of the Supervisory Committee for their diligence and conscientiousness in fulfilling their responsibilities during their terms of office.

The biographical details of the Director candidates Mr. Zhou Yuxian, Mr. Li Xinhua, Mr. Chang Zhangli, Mr. Wang Yumeng, Mr. Peng Shou, Mr. Fu Jinguang, Mr. Xiao Jiaxiang, Mr. Wang Bing, Mr. Shen Yungang, Ms. Fan Xiaoyan, Mr. Sun Yanjun, Mr. Liu Jianwen, Mr. Zhou Fangsheng, Mr. Li Jun and Ms. Xia Xue, and Supervisor candidates Ms. Zhan Yanjing, Mr. Wei Rushan, Ms. Hu Juan, Mr. Wu Weiku and Mr. Li Xuan, who will stand for election and appointment at the EGM, are set out below as required under Rule 13.51(2) of the Listing Rules, to enable the shareholders to make an informed decision on their election and appointment.

Executive Directors

Mr. Zhou Yuxian, born in April 1963, is the chairman of the board of the Parent. Mr. Zhou has abundant experience in materials engineering, corporate reorganization and restructuring, international operation, equity investment, and fund management, etc. Mr. Zhou has been the chairman of the board of the Parent since November 2019. He served as a vice chairman of the board of China Reform Holdings from June 2014 to November 2019, a deputy general manager of China Reform Holdings from December 2010 to June 2014, an executive director and the president of Sinoma from March 2009 to December 2010, a deputy general manager of Sinoma Parent from July 2007 to May 2009, a non-executive director of Sinoma from July 2007 to March 2009, a deputy general manager of China National Materials Science and Industry Group Corporation* (中國材料科工集團公司) from August 2006 to July 2007, a deputy general manager of China Non-Metal Mining Industry (Group) Corporation* (中國非金屬礦工業(集團)總公司) from September 2000 to August 2006, the dean of the China Non-Metal Research Institute of Synthetic Crystals* (中非公司人工晶體研究院) from April 2000 to September 2000. He successively served as an assistant to the head, a deputy head and the head of the Synthetic Crystals Research Institute* (國家建材局人工晶體所) from February 1992 to April 2000, the group leader, line leader, deputy director and director of the fifth room of the Synthetic Crystals Research Institute from August 1983 to February 1992. Mr. Zhou obtained his bachelor's degree of engineering from Central South Mining and Metallurgy College* (中南礦冶學院) in July 1983, and a master's degree of engineering from the School of Materials Science and Engineering at Wuhan University of Technology* (武漢理工大學材料科學與工程學院) in December 2003. Mr. Zhou is a professor-level senior engineer and a specialist entitled to the special government allowance approved by the State Council of the PRC. Mr. Zhou is currently a vice president of the China Chamber of International Commerce* (中國國際商會), a joint executive vice president of the China Building Materials Federation* (中國建築材料聯合會), and a director, standing director and vice president of the China Association of Construction Enterprise Management* (中國施工企業管理協會), and a visiting practicing professor at the School of Economics and Management of Tsinghua University* (清華大學經濟管理學院).

LETTER FROM THE BOARD

The Board proposes to elect and appoint Mr. Zhou as an executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. Save as disclosed above, as at the Latest Practicable Date, Mr. Zhou has confirmed that he (i) did not assume other offices in any member of the Group; (ii) was not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

If the ordinary resolution in relation to the proposed election and appointment of Mr. Zhou Yuxian is passed at the EGM, it is proposed that at the first meeting of the fifth session of the Board held after the EGM, the Board will consider and resolve on the resolution to elect and appoint Mr. Zhou Yuxian as the chairman of the fifth session of the Board.

As at the Latest Practicable Date, Mr. Zhou Yuxian has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Zhou that need to be brought to the attention of the Shareholders.

Mr. Chang Zhangli, born in December 1970, is an executive Director and the president of the Company. Mr. Chang has extensive business and management experience in the building materials industry, and has participated in the major matters relating to the IPO of the Company, issuance of new shares, capital operation, business restructuring and corporate governance of the Company. Mr. Chang has served as the chairman of the board of China Jushi since October 2021, the president and an executive Director of the Company since August 2021, the deputy general manager of the Parent since June 2018, a non-executive Director of the Company from June 2018 to August 2021, a director of Jushi Group since May 2016, and the chairman of the board of Southwest Cement since April 2016. He has been a director of Southwest Cement since December 2011. He acted as the vice chairman of the board of Southwest Cement from December 2011 to March 2016. He was an executive Director of the Company from November 2011 to June 2018, a director of BNBM from July 2008 to April 2019, a vice president of the Company from August 2006 to June 2018, a director of China Jushi*(清華大學) since July 2005 and the secretary to the Board of the Company from March 2005 to June 2018. From June 2000 to March 2005, Mr. Chang successively served as the secretary to the board and the deputy general manager of BNBM. Mr. Chang is a senior engineer who received a bachelor's degree in engineering from Wuhan Industrial University* (武漢工業大學) (now known as Wuhan University of Technology* (武漢理工大學)) in July 1994 and received an MBA degree from Tsinghua University*(清華大學) in July 2005. Currently, Mr. Chang concurrently serves as the chairman of the board and an executive director of Shanshui Cement, the vice chairman of China Association for Public Companies* (中國上市公司協會) and the vice chairman of The Listed Companies Association Beijing* (北京上市公司協會). Mr. Chang was awarded the first prize of National Corporate Management Modernization and Innovation Achievements* (國家級企業管理現代化創新成果).

LETTER FROM THE BOARD

The Board proposes to elect and appoint Mr. Chang as an executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. Save as disclosed above, as at the Latest Practicable Date, Mr. Chang has confirmed that he (i) did not assume other offices in any member of the Group; (ii) was not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

As at the Latest Practicable Date, Mr. Chang Zhangli has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Chang that need to be brought to the attention of the Shareholders.

Mr. Fu Jinguang, born in December 1973, is an executive Director and the chairman of the labour union of the Company. Mr. Fu has extensive business and management experience in the non-metallic materials industry. Mr. Fu has been the secretary to the board of directors and assistant to the general manager of the Parent since August 2021, an executive Director of the Company since September 2020, the chairman of the labour union of the Company since December 2019, the chairman of the supervisory committee of BNBM since September 2020, a director of Qilianshan and Qilianshan Holdings since August 2020, and a director of Sinoma International and South Cement since April 2020. He served as a vice president of Sinoma from September 2016 to May 2018. He took the positions of head of the office of the board of directors, head of international cooperation and marketing department, head of the general office, assistant to the general manager, secretary of the board of directors of Sinoma Parent, etc. from August 2009 to September 2016. He served as a deputy head of the president office of Sinoma from August 2007 to August 2009, the secretary to the general office of China National Materials Industry Group Corporation Limited *(中國材料工業科工集團公司) (now Sinoma Parent) from July 2006 to August 2007. Mr. Fu is a senior engineer.

The Board proposes to elect and appoint Mr. Fu as an executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. Save as disclosed above, as at the Latest Practicable Date, Mr. Fu has confirmed that he (i) did not assume other offices in any member of the Group; (ii) was not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Fu Jinguang has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Fu Jinguang that need to be brought to the attention of the Shareholders.

Mr. Xiao Jiexiang, born in September 1963, is a vice president of the Company. Mr. Xiao has extensive experience in business management, regional economics, especially in group strategic management and international capital market financing. He has been the chairman of South Cement since October 2021, a director of Tianshan Cement since September 2020, a director of North Cement since June 2017, and the president of South Cement since June 2009, a vice president of the Company and a director of South Cement since February 2009. From February 2006 to December 2008, he served as the president of Tianrui Corporation Ltd.* (天瑞集團有限公司), and concurrent chairman and general manager of Tianrui Cement From November 2001 to January 2006, a deputy party secretary of the Daye Municipal Party Committee, mayor and secretary of the Municipal Party Committee, and director of the Standing Committee of the Municipal People's Congress of Daye City. From July 1991 to November 2001, he successively held various positions in Huaxin Cement Cement (Group) Co., Ltd.* (華新水泥(集團)股份公司), including the position of a director and the vice general manager. He successively served as an engineer and the head of the workshop of Shuicheng Cement Plant* (水城水泥廠) from July 1982 to July 1991. Mr. Xiao received a bachelor's degree from Wuhan Institute of Building Materials Industry* (武漢建築材料工業學院) in August 1982, a master's degree from Wuhan Industrial University* (武漢工業大學) in July 1997 and a doctor's degree from Huazhong University of Science and Technology* (華中科技大學) in July 2004. He is awarded the title of professor-grade senior engineer and is entitled to a special government allowance from the State Council of the People's Republic of China. At present, Mr. Xiao concurrently acts as a vice chairman of China Cement Association* (中國水泥協會). He was granted the honours of a National Outstanding Entrepreneur* (全國優秀企業家), a National Outstanding Scientific Worker* (全國優秀科技工作者), and the first prize of National Corporate Management Modernization and Innovation Achievements* (國家級企業管理現代化創新成果).

The Board proposes to elect and appoint Mr. Xiao as an executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. Save as disclosed above, as at the Latest Practicable Date, Mr. Xiao has confirmed that he (i) did not assume other offices in any member of the Group; (ii) was not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Xiao Jiaxiang has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Xiao that need to be brought to the attention of the Shareholders.

Mr. Wang Bing, born in February 1972, is a vice president of the Company. Mr. Wang has accumulated extensive business management experience in the building materials industry. He has been a vice president of the Company and the chairman of BNBM since August 2009. From February 2004 to August 2009, he served as the general manager of BNBM. Mr. Wang served as a general manager assistant and the deputy general manager of China Chemical Building Material Company Limited* (中國化學建材股份有限公司) (currently known as China Jushi) from October 2002 to February 2004, the general manager of Chengdu Southwest Beijing New Building Material Company Limited* (成都西南北新建材有限公司) from July 1998 to October 2002, and the regional manager of the marketing department of BNBMG from July 1994 to July 1998. Mr. Wang received a bachelor's degree in industry and electricity automation from the Automation Department of Wuhan Industrial University*(武漢工業大學自動化系) (now known as Wuhan University of Technology*(武漢理工大學)) in July 1994 and received an MBA degree from China Europe International Business School* (中歐國際工商學院) in September 2005. Mr. Wang obtained a doctor's degree in management science and engineering from Wuhan University of Technology*(武漢理工大學) in June 2012. Mr. Wang is a professor-grade senior engineer. At present, Mr. Wang concurrently acts as a vice chairman of China Real Estate Association* (中國房地產業協會), the secretary of the economic sector of China Youth Federation* (全國青聯常委兼經濟界別), and the director of the China Capital Entrepreneurs' Club* (首都企業傢俱樂部). Mr. Wang was granted the first prize of National Corporate Management Modernization and Innovation Achievements* (國家級企業管理現代化創新成果), the first prize of State-Owned Enterprise Management and Innovation Achievement Award* (全國國企管理創新成果一等獎), China Outstanding Quality Model, Beijing Model Worker* (北京市勞動模範) and Listed Company Outstanding Leader- Golden Steed Award* (上市公司卓越領軍者—金駿馬獎).

The Board proposes to elect and appoint Mr. Wang as an executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. Save as disclosed above, as at the Latest Practicable Date, Mr. Wang has confirmed that he (i) did not assume other offices in any member of the Group; (ii) was not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Wang Bing has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Wang that need to be brought to the attention of the Shareholders.

Non-Executive Directors

Mr. Li Xinhua, born in July 1964, is the chairman of Supervisory Committee of the Company. Mr. Li has extensive experience in the non-metal materials industry. Mr. Li has been serving as the chairman of Supervisory Committee the Company since June 2018, as the board chairman of China National Building Material (Shanghai) Aviation Composites Co., Ltd.* (中建材(上海)航空複材有限公司) since February 2021, as the vice chairman of the Parent since August 2016, as a director of CNBM Group Finance Co.* (中國建材集團財務有限公司), Ltd (formerly known as Sinoma Group Finance Co., Ltd* (中材集團財務有限公司)) since April 2013 and as the vice chairman of the board of directors of Sinoma from February 2013 to May 2018. He served as the general manager of Sinoma Parent from February 2013 to August 2016, as the president of Sinoma from January 2011 to October 2014, and as the president of Sinoma Science & Technology from October 2009 to August 2010. He has been serving as a director of Sinoma Science & Technology since May 2003, and as the chairman of Sinoma Science & Technology from May 2003 to May 2013. He served as a director of Sinoma Parent, Ningxia Building Materials, Qilianshan, Sinoma International, and BBMG Group. Mr. Li obtained his bachelor's degree in analytical chemistry from Shandong Institute of Building Materials* (山東建材學院) in July 1985 and his doctoral degree in material science from Wuhan University of Technology* (武漢理工大學) in 2010. He is a professorate senior engineer, and is entitled to a special government allowance approved by the State Council of the People's Republic of China. Mr. Li currently serves as the special vice president of China Building Materials Federation* (中國建築材料聯合會), and the vice chairman of Chinese Silicate Society* (中國硅酸鹽學會), chairman of China Composites Industry Association* (中國複合材料工業協會), etc. Mr. Li was awarded as a National Young and Middle-Aged Expert with Important Contribution* (國家有突出貢獻的中青年專家).

The Board proposes to elect and appoint Mr. Li as a non-executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. Save as disclosed above, as at the Latest Practicable Date, Mr. Li has confirmed that he (i) did not assume other offices in any member of the Group; (ii) was not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Li Xinhua has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Li Xinhua that need to be brought to the attention of the Shareholders.

Mr. Wang Yumeng, born in September 1967, is a Supervisor of the Company. Mr. Wang has extensive experience in corporate management. Mr. Wang has been serving as the chairman of BNBMG since October 2021, a Supervisor of the Company since May 2020, a director of Triumph Science & Technology Group Co., Ltd.* (凱盛科技集團) since September 2019 and a deputy general manager of the Parent since August 2019. He has been an employee director and chairman of the labour union of the Parent from June 2013 to August 2019, the general manager of the human resources department of the Parent from March 2010 to September 2018, the office director of the Parent from February 2007 to March 2010, a deputy general manager of the human resources department of the Parent from September 2005 to February 2007, a deputy office director of the Parent from April 2005 to September 2005, a deputy general manager of China National Materials Storage and Transportation Corporation* (中國物資儲運總公司) from January 2001 to June 2002, and the secretary to the chairman, inspector, secretary to the inspector and other roles of the State Council Compliance Inspectors' General Office* (國務院稽查特派員總署) from August 1998 to January 2001. Mr. Wang graduated from the Correspondence College of Party School of the Central Committee of the Communist Party of China* (中央黨校函授學院) in June 1992 with a bachelor's degree in economic management, and in July 2001 with a master's degree in economic management. Mr. Wang is also a researcher.

The Board proposes to elect and appoint Mr. Wang as a non-executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. Save as disclosed above, as at the Latest Practicable Date, Mr. Wang has confirmed that he (i) did not assume other offices in any member of the Group; (ii) was not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

As at the Latest Practicable Date, Mr. Wang Yumeng has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Wang Yumeng that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Peng Shou, born in August 1960, is the chief engineer and chief scientist of the Company. Mr. Peng has extensive business and management experiences in the building materials industry. Mr. Peng has served as the chief engineer and chief scientist of the Company since August 2021, the chief engineer of the Parent since August 2020, an executive Director of the Company since June 2006, the chairman of the board of China Triumph since September 2004, the president of the Company from June 2018 to August 2021, a vice president of the Company from March 2005 to June 2018, the president of China Triumph from May 2002 to December 2018 and a deputy general manager of China Triumph from June 2001 to May 2002. Mr. Peng holds various positions in the subsidiaries under the Parent. Mr. Peng received a bachelor's degree in engineering from Wuhan Institute of Building Material Industry* (武漢建築材料工業學院) (now known as Wuhan University of Technology* (武漢理工大學)) in December 1982 and a master's degree in management from Wuhan Industrial University* (武漢工業大學) in June 2002. Mr. Peng is qualified as a professor-level senior engineer and is entitled to the special government allowance approved by the State Council of the People's Republic of China. At present, Mr. Peng concurrently acts as the director of State Key Laboratory of Float Glass New Technology* (浮法玻璃新技術國家重點實驗室), a vice chairman of The Chinese Ceramic Society* (中國硅酸鹽學會) and a vice president of China Building Materials Federation* (中國建築材料聯合會). Mr. Peng is a member of the Chinese Academy of Engineering* (中國工程院). He was a representative of the 12th and 13th National People's Congress, and was awarded National Model Worker* (全國勞動模範), State Technology Advancement Award* (國家級科技進步獎), Guanghai Engineering Science and Technology Award of Chinese Academy of Engineering *(中國工程院光華工程科技獎), Science and Technology Innovation Award for 2015 of Ho Leung Ho Lee Foundation* (2015年度“何梁何利基金科學與技術創新獎”). He is a National Engineering Survey and Design Master* (國家級工程勘察設計大師), and is also among the first group of national candidates for the New Century Hundred-Thousand-Ten Thousand Talents Project* (新世紀百千萬人才工程) and State Outstanding Technical Officer* (全國優秀科技工作者).

The Board proposes to elect and appoint Mr. Peng as a non-executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. Save as disclosed above, as at the Latest Practicable Date, Mr. Peng has confirmed that he (i) did not assume other offices in any member of the Group; (ii) was not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

As at the Latest Practicable Date, Mr. Peng Shou has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Peng that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Shen Yungang, born in September 1966, is a non-executive Director of the Company. Mr. Chen has accumulated extensive experience in investment management. Mr. Shen has been a non-executive Director of the Company since June 2018, successively a deputy general manager of the equity management department and a deputy general manager of the No. 1 strategic client department of Cinda since October 2016, a non-executive director of Sinoma from July 2016 to May 2018, and a director of Wengfu (Group) Co., Ltd.* (甕福(集團)有限責任公司) since December 2013. He served as an assistant to the general manager of the equity business department of Cinda from September 2013 to October 2016, successively as a deputy manager of the investment banking department and a deputy manager, manager, senior deputy manager and senior manager of the equity management department of Cinda from May 1999 to September 2013, a project manager of the trust investment banking department in Cinda from May 1998 to May 1999, a manager of the business department of Hyde International Investment Ltd.* (海德國際投資有限公司) from May 1994 to April 1998, and he worked in Capital Steel Beijing Lingyun Building Materials & Chemical Co., Ltd.* (首鋼北京凌雲建材化工有限公司) from July 1990 to April 1994. Mr. Shen obtained a bachelor's degree in English from Wuhan University of Technology* (武漢理工大學) in June 1990. He is an economist.

The Board proposes to elect and appoint Mr. Shen as a non-executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. Save as disclosed above, as at the Latest Practicable Date, Mr. Shen has confirmed that he (i) did not assume other offices in any member of the Group; (ii) was not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

As at the Latest Practicable Date, Mr. Shen Yungang has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Shen that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Ms. Fan Xiaoyan, born in October 1965, is a non-executive Director of the Company. Ms. Fan has extensive experience in accounting. She has been a non-executive Director of the Company since June 2018, a director and general manager of Tai'an Taishan Finance Investment Group Co.,Ltd.,* (泰安市泰山財金投資集團有限公司) since July 2017. She served as deputy director of the investment and finance management office of Tai'an Bureau of Finance of Tai'an Municipal Government* (泰安市財政局泰安市政府投融資管理辦公室) from March 2006 to July 2017, successively as the deputy head and head of Tai'an Bureau of Finance* (泰安市財政局) from October 1994 to March 2006, and as a staff member of Tai'an Bureau of Finance from July 1984 to October 1994. Ms. Fan graduated from the Party School of the CPC Central Committee* (中央黨校) with a bachelor's degree in foreign-related economics in December 1998, and graduated with a postgraduate degree from the Party School of Shandong Provincial Party Committee* (山東省委黨校) in June 2008, majoring in economic management. She is a senior accountant.

The Board proposes to elect and appoint Ms. Fan as a non-executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. Save as disclosed above, as at the Latest Practicable Date, Ms. Fan has confirmed that she (i) did not assume other offices in any member of the Group; (ii) was not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

As at the Latest Practicable Date, Ms. Fan Xiaoyan has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Ms. Fan that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Independent Non-executive Directors

Mr. Sun Yanjun, born in March 1970, is an independent non-executive Director of the Company. Mr. Sun has accumulated extensive experience in private equity investment as well as merger and acquisition and overseas listing of Chinese companies. Mr. Sun has been serving as an independent non-executive Director of the Company since October 2014. He served as the chief executive officer of C.M. Capital Advisors (HK) Limited from June 2020 to July 2021. He has been serving as the chairman of Synergy Capital Advisor since October 2018. He served as a non-executive director of Phoenix Media Investment (Holdings) Limited* (鳳凰衛視投資(控股)有限公司) from November 2013 to September 2019, a non-executive director of Xinyuan (China) Real Estate Co., Ltd.* (鑫苑(中國)置業有限公司) from September 2013 to May 2018, a global partner and managing director of TPG Capital from August 2011 to October 2018, a non-executive director of China Yurun Food Group Limited* (中國雨潤食品集團) from November 2007 to January 2010, a managing director of the direct investment department of Goldman Sachs from June 2006 to May 2011, a vice president of Morgan's Stanley's Hong Kong Investment Banking Department from July 2004 to May 2006, a manager in General Electric Company from September 2002 to May 2004, and an associate in Citigroup from September 1997 to February 2000. Mr. Sun received a bachelor's degree in international finance from Renmin University of China* (中國人民大學) in July 1992 and an MBA degree from the University of Michigan in May 1997.

The Board proposes to elect and appoint Mr. Sun as an independent non-executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. It is proposed that Mr. Sun's annual remuneration as independent non-executive Director be fixed at RMB300,000 during his term of office. Save as disclosed above, as at the Latest Practicable Date, Mr. Sun has confirmed that he (i) did not assume other offices in any member of the Group; (ii) was not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

As at the Latest Practicable Date, Mr. Sun Yanjun has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Sun that need to be brought to the attention of the Shareholders.

Mr. Liu Jianwen, born in May 1959, is an independent non-executive Director of the Company. Mr. Liu has accumulated extensive research experience in the fields of fiscal and tax law, economic law and intellectual property law. Mr. Liu has been an independent non-executive Director of the Company since May 2016. He served as an independent Supervisor of the Company from October 2014 to May 2016. He has been a professor and doctoral tutor of the Law School of

LETTER FROM THE BOARD

Peking University* (北京大學法學院) since July 1999. Mr. Liu served as an associate dean in the Law School of Wuhan University* (武漢大學法學院) from January 1997 to October 1997, a professor and a doctoral tutor of the Law School of Wuhan University from May 1995 to December 1999 and a lecturer and an associate professor of the Law School of Wuhan University from July 1986 to April 1995. Mr. Liu obtained a bachelor's degree in economics from Anhui University of Finance & Economics* (安徽財經大學) in June 1983, a master's degree in law in China University of Political Science and Law* (中國政法大學) in June 1986 and a doctorate degree in law from Wuhan University in June 1997 and completed his postdoctoral program in law from Peking University* (北京大學) in June 1999. Mr. Liu is currently an independent director of Shandong Hongchuang Aluminum Industry Holding Company Limited* (山東宏創鋁業控股股份有限公司), an independent director of Beijing Aosaikang Pharmaceutical Co., Ltd.* (北京奧賽康藥業股份有限公司), an independent director of Shandong Expressway Co., Ltd.* (山東高速股份有限公司) and Changzhou Tronly New Electronic Materials Co.,Ltd.* (常州強力電子新材料股份有限公司). Mr. Liu is also serving as the chairman of China Association for Fiscal and Tax Law* (中國財稅法學研究會), a legislative expert advisor of the NPC Standing Committee, a legal consultant of the Beijing Municipal Committee of the Communist Party of China* (中共北京市委) and a legal consultant of the Ministry of Finance of the People's Republic of China. Mr. Liu received various awards, including the third prize of Qian Ruisheng Outstanding Book Award* (錢端升優秀著作三等獎), the first prize of Beijing Philosophy and Social Science Research Outstanding Achievement Award* (北京市哲學社會科學研究優秀成果一等獎) and the second prize of the Outstanding Achievement Award in Philosophy and Social Science Research of National Higher Educational Institutions * (全國高等學校哲學社會科學研究優秀成果二等獎).

The Board proposes to elect and appoint Mr. Liu as an independent non-executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. It is proposed that Mr. Liu's annual remuneration as independent non-executive Director be fixed at RMB300,000 during his term of office. Save as disclosed above, as at the Latest Practicable Date, Mr. Liu has confirmed that he (i) did not assume other offices in any member of the Group; (ii) was not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

As at the Latest Practicable Date, Mr. Liu Jianwen has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Liu that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Zhou Fangsheng, born in December 1949, is an independent non-executive Director of the Company. Mr. Zhou has accumulated extensive experience in corporate management. He has been an independent non-executive Director of the Company since May 2016. He served as a deputy inspector of the Enterprise Reform Bureau of the State-owned Assets Supervision and Administration Commission of the State Council* (國務院國資委企業改革局) from July 2003 to December 2009, the director of State-owned Assets Administration Research Department of Research Institute for Fiscal Science of Ministry of Finance* (財政部財政科學研究所國有資產管理研究室) from September 2001 to July 2003, a deputy director of Difficulty Relief Working Office for Stated-owned Enterprises of the State Economic and Trade Commission* (國家經貿委國有企業脫困辦公室) from December 1997 to September 2001, a deputy director of the Stated-owned Assets Administration Research Institute* (國有資產管理研究所) from July 1995 to December 1997, a deputy director and the division director of the State-owned Assets Administration Bureau* (國家國有資產管理局) from December 1991 to July 1995 and a deputy director of China National Heavy Duty Truck Group Co., Ltd * (中國重型汽車集團公司) from August 1986 to December 1991. Mr. Zhou graduated from Specialised Cadre Development Department of Hunan University* (湖南大學管理工程專業幹部專修科) majoring in engineering management in July 1985 and completed the postgraduate course in Enterprise Management provided by Renmin University of China* (中國人民大學) in July 1995. Mr. Zhou is currently serving as an independent supervisor of SinoTrans Limited* (中國外運股份有限公司) and an independent non-executive director of Hengan International Group Company Limited* (恆安國際集團有限公司).

The Board proposes to elect and appoint Mr. Zhou as an independent non-executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. It is proposed that Mr. Zhou's annual remuneration as independent non-executive Director be fixed at RMB300,000 during his term of office. Save as disclosed above, as at the Latest Practicable Date, Mr. Zhou has confirmed that he (i) did not assume other offices in any member of the Group; (ii) was not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

As at the Latest Practicable Date, Mr. Zhou Fangsheng has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Zhou that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Li Jun, born in October 1962, is an independent non-executive Director of the Company. Mr. Li has extensive experience in accounting. Mr. Li has been serving as an independent non-executive Director of the Company since May 2020, the chairman of the board of directors of Beijing Huayu Fund Management Co., Ltd.* (北京華鈺基金管理有限公司) since November 2018, and a consultant of Beijing Huazheng Junlue Management Consultancy Co., Ltd.* (北京華正均略管理諮詢有限公司) from February 2017 to October 2018. He served as a deputy director of accounting department of the China Securities Regulatory Commission of the PRC from March 2012 to January 2017, a deputy general manager of Dalian Commodity Exchange* (大連商品交易所) from August 2005 to March 2012, and a deputy director and director of the futures supervision department of the China Securities Regulatory Commission from July 1996 to July 2005. He was a chief officer of the accounting department of the Ministry of Finance of the PRC from April 1992 to June 1996, and an accountant of Shandong Yanzhou Mining Bureau* (山東兗州礦務局) from August 1980 to September 1989. Mr. Li graduated from Shandong TV University* (山東廣播電視大學) in June 1986 majoring in industrial accounting, and obtained a master's degree in accounting from the faculty of accounting of Dongbei University of Finance and Economics* (東北財經大學) in April 1992 and a doctoral degree in finance from the Institute of Fiscal Sciences of Ministry of Finance of the PRC (財政部財政科學研究所) in July 2001. Mr. Li is a Certified Public Accountant in the PRC and a non-practising member of the PRC Certified Public Valuer* (中國註冊資產評估師非執業會員). At present, Mr. Li concurrently serves as an independent director of BOCI Securities Limited (中銀國際證券股份有限公司) and an independent director of China Railway Materials Company Limited* (中國鐵路物資股份有限公司).

The Board proposes to elect and appoint Mr. Li as an independent non-executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. It is proposed that Mr. Li's annual remuneration as independent non-executive Director be fixed at RMB300,000 during his term of office. Save as disclosed above, as at the Latest Practicable Date, Mr. Li has confirmed that he (i) does not assume other offices in any member of the Group; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) does not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

As at the Latest Practicable Date, Mr. Li has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Li that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Ms. Xia Xue, born in January 1968, is an independent non-executive Director of the Company. Ms. Xia has accumulated extensive research experience in the regulation of securities market, corporate governance of listed companies, legal system for securities and other fields. She has been serving as a senior partner of Zhihe Partners* (至合律師事務所) since January 2020, an independent non-executive Director of the Company since May 2016. She served as the vice president of Shanghai Shipping Freight Exchange Co., Ltd* (上海航運運價交易有限公司) from January 2012 to December 2019. From June 1997 to December 2011, she was the executive manager of Shanghai Stock Exchange, she was a lawyer and a partner of Shanghai Second Legal Firm* (上海市第二律師事務所) from July 1990 to June 1997. Ms. Xia obtained her bachelor's degree in economic law from East China University of Political Science and Law* (華東政法大學) in July 1990, a master's degree in Business Administration from Tongji University* (同濟大學) in July 1998 and a doctoral degree in law from East China University of Political Science and Law* (華東政法大學) in July 2010. She is a lawyer. At present, Ms. Xia concurrently serves as an independent director of Shanghai Kehua Bio-Engineering Co. Ltd.* (上海科華生物工程股份有限公司), a special member of the CPPCC of Shanghai Hongkou* (上海虹口區政協特別委員), an arbitrator of the Shanghai Arbitration Commission, and an external director of Shanghai Hongkou Commercial (Group) Co., Ltd.* (上海虹口商業(集團)有限公司).

The Board proposes to elect and appoint Ms. Xia as an independent non-executive Director of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. It is proposed that Ms. Xia's annual remuneration as independent non-executive Director be fixed at RMB300,000 during her term of office. Save as disclosed above, as at the Latest Practicable Date, Ms. Xia has confirmed that she (i) does not assume other offices in any member of the Group; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) does not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

As at the Latest Practicable Date, Ms. Xia has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Ms. Xia that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

SUPERVISORS (EXCLUDING STAFF REPRESENTATIVE SUPERVISORS)

Ms. Zhan Yanjing, born in January 1963, is a non-executive Director of the Company. Ms. Zhan has extensive experience in financial accounting and capital operation. Ms. Zhan has been the chairman of the board of CNBM Trading since February 2020, a non-executive Director of the Company since December 2019, the chairman of CNBM Group Finance Co., Ltd.* (中國建材集團財務有限公司) since September 2019, a director of Sinoma Energy Conservation Ltd.* (中材節能股份有限公司) since September 2019, the chief accountant of the Parent since August 2019 and a director of CNBM Industrial Fund Management Co., Ltd.* (中建材產業基金管理有限公司) from September 2019 to June 2020, a vice president and the chief financial officer of CRRC Corporation Limited* (中國中車股份有限公司) from May 2015 to August 2019, a vice president and the chief financial officer of CSR Corporation Limited* (中國南車股份有限公司) from December 2007 to May 2015, the chief accountant of China Southern Locomotive & Rolling Stock Industry (Group) Corporation* (中國南方機車車輛工業集團公司) from April 2005 to December 2007. Ms. Zhan held various positions in Beijing Foton Motor Co., Ltd* (北京福田汽車股份有限公司) from April 1999 to April 2005, including manager of the finance department, manager of the financial planning department and assistant to the general manager. She also held various positions in Henan Diesel Engine Plant*(河南柴油機廠) of China State Shipbuilding Corporation* (中國船舶工業總公司) from August 1983 to April 1999 including the chief economist, director and deputy general manager. Ms. Zhan obtained a bachelor's degree in engineering from Huazhong Institute of Technology* (華中工學院) (now known as Huazhong University of Science and Technology* (華中科技大學)) in August 1983 and obtained an EMBA degree from Peking University* (北京大學) in May 2005. She is a senior accountant. Ms. Zhan is currently a director of China State-owned Enterprises Mixed Ownership Reform vFund* (中國國有企業混合所有制改革基金) and a member of its investment management committee.

The Supervisory Committee proposes to elect and appoint Ms. Zhan as a Supervisor representing the Shareholders of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. Save as disclosed above, as at the Latest Practicable Date, Ms. Zhan has confirmed that she (i) did not assume other offices in any member of the Group; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

If the ordinary resolution in relation to the proposed appointment of Ms. Zhan Yanjing is passed at the EGM, it is proposed that at the first meeting of the fifth session of the Supervisory Committee held after the EGM, the Supervisory Committee will consider and resolve on the resolution to elect and appoint Ms. Zhan Yanjing as the chairman of the fifth session of the Supervisory Committee.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Ms. Zhan Yanjing has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Ms. Zhan that need to be brought to the attention of the Shareholders.

Mr. Wei Rushan, born in December 1974, has accumulated extensive experience in corporate investment and development. Mr. Wei has been a deputy general manager of the Parent since March 2021, the general manager of the strategic development department of the Parent since February 2020, assistant to the general manager of the Parent from April 2019 to March 2021, the general manager of the investment and development department of the Parent from June 2016 to February 2020, a deputy general manager of the investment and development department of China National Building Materials Group Corporation* (中國建築材料集團有限公司) from March 2010 to June 2016 and assistant to the general manager of the investment development department of China National Building Materials Group Corporation* from July 2006 to March 2010. Mr. Wei obtained a bachelor's degree in economics from Shandong University of Economics* (山東經濟學院) in July 1997 and a doctoral degree in political economy from the School of Economics of Renmin University of China* (中國人民大學經濟學院) in June 2007. He is a senior economist.

The Supervisory Committee proposes to elect and appoint Mr. Wei as a Supervisor representing the Shareholders of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. Save as disclosed above, as at the Latest Practicable Date, Mr. Wei has confirmed that she (i) did not assume other offices in any member of the Group; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) did not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

As at the Latest Practicable Date, Mr. Wei Rushan has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Wei that need to be brought to the attention of the Shareholders

LETTER FROM THE BOARD

Ms. Hu Juan, born in February 1972. Ms. Hu has accumulated rich experience in financial management and enterprise management. Ms. Hu has been the general manager assistant and director of operation and information management department of BBMG Group since October 2018, the chairman of BBMG Finance Lease Co., Ltd.* (金隅融資租賃有限公司) from October 2018 to February 2020, a director of Tianjin Building Materials Group (Holdings) Co., Ltd.* (天津市建築材料集團(控股)有限公司) from October 2018 to March 2019; a assistant to the general manager and director of finance and capital department of BBMG Group and a director of the financial management department of BBMG from October 2018 to January 2019. Ms. Hu Juan graduated from Anhui Finance and Economics University* (安徽財經大學) with a bachelor's degree in economics in July 1994. She also graduated from Hong Kong Baptist University with a master of science degree in applied accounting and finance in September 2012. She is a senior accountant as well as a certified public accountant. Ms. Hu has been awarded the Beijing Model Worker* (北京市勞動模範), the National 1 May Heroine Model* (全國五一巾幗標兵), and the Top Ten Female in National Building Materials Industry (Fifth Session)* (第五屆全國建材行業十大女傑).

The Supervisory Committee proposes to elect and appoint Ms. Hu as a Supervisor representing the Shareholders of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. Save as disclosed above, as at the Latest Practicable Date, Ms. Hu has confirmed that she (i) does not assume other offices in any member of the Group; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) does not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

As at the Latest Practicable Date, Ms. Hu Juan has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Ms. Hu Juan that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Wu Weiku, born in March 1961, is an independent Supervisor of the Company. Mr. Wu has accumulated extensive research experience in strategic management, corporate leadership. Since October 2014, Mr. Wu has been serving as an independent Supervisor of the Company, and a professor and doctoral supervisor in the Leadership and Organizational Management Department of the School of Economics and Management of Tsinghua University* (清華大學經濟管理學院領導力與組織管理系) since December 2008. He was a visiting professor of The Wharton School of the University of Pennsylvania from September 1998 to February 1999. From April 1994 to November 2008, he successively served as a lecturer and deputy professor of Tsinghua University School of Economics and Management* (清華大學經濟管理學院). Mr. Wu received a bachelor's degree in machinery manufacturing from Northeastern University* (東北大學) in 1983, a master's degree in mechanical engineering from Harbin Institute of Technology* (哈爾濱工業大學) in 1987, and a doctorate degree in mechanics from Tsinghua University* (清華大學) in 1994. Mr. Wu did research in Harvard Business School and Hang Lung Management Research Center of Hong Kong University of Science and Technology in July 2001. At present, Mr. Wu concurrently serves as an independent director of Zhongrong Fund Management Co. Ltd.* (中融基金管理有限公司). He is the author of six monographs including “Happy Attitude”* (《陽光心態》), “Emotional Intelligence and Influence”* (《情商與影響力》), “Followership”* (《追隨力》), “Regarding Value as the Base”* (《以價值觀為本》), “Competition and Game”* (《競爭與博弈》), and “Leadership”* (《領導學》). Mr. Wu has been awarded the Excellent Tutor* (教學優秀獎) and Outstanding Contributor* (突出貢獻獎) of Executive Education Center by Tsinghua University School of Economics and Management* (清華大學經濟管理學院高管教育中心) for consecutive years. His work “Happy Attitude”* (《陽光心態》) was awarded “The Best-Selling Books” by The Society of Publishers in Asia* (出版業協會最佳熱銷圖書獎) and he was honored as “The Most Influential Authors” by the China Machine Press for its 60th anniversary* (機械工業出版社60週年“最具影響力作者”).

The Supervisory Committee proposes to elect and appoint Mr. Wu as an independent Supervisor of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. It is proposed that Mr. Wu's annual remuneration as independent Supervisor be fixed at RMB200,000 during his term of office. Save as disclosed above, as at the Latest Practicable Date, Mr. Wu has confirmed that he (i) does not assume other offices in any member of the Group; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) does not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

As at the Latest Practicable Date, Mr. Wu has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Wu that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Li Xuan, born in March 1968, is an independent Supervisor of the Company. Mr. Li has accumulated extensive theoretical attainments and practical experience in the legal field. Mr. Li has been an independent Supervisor of the Company since May 2016, and the head and associate professor of the Juris Master Education Center of Central University of Finance and Economics* (中央財經大學法律碩士教育中心) since November 2015. From June 2010 to November 2015, he served as the head of the Office of Legal Affairs* (法律事務辦公室) and an associate professor of Central University of Finance and Economics* (中央財經大學). Between November 2003 and May 2010, he served as an associate professor and a deputy dean of the School of Law of Central University of Finance and Economics* (中央財經大學法學院). He obtained a doctoral degree in litigation law from the School of Civil, Commercial and Economic Law of China University of Political Science and Law* (中國政法大學民商經濟法學院訴訟法學博士學位) in July 2011. Mr. Li is an independent director of BOE Technology Group Co., Ltd.* (京東方科技集團股份有限公司), an independent director of Beijing DaBeiNong Technology Group Co. Ltd.* (北京大北農科技集團股份有限公司), an independent director of Beijing Yandong Microelectronics Company Limited* (北京燕東微電子股份有限公司) and concurrently serves as the executive director of the Public Policy Research Center of China University of Political Science and Law* (中國政法大學公共決策研究中心). He is a vice president of the Case Law Research Committee of China Law Society* (中國法學會案例法學研究會), an acting director of the Lawyers Law Research Committee of China Law Society* (中國法學會律師法學研究會), a vice chairman of the legislative committee of Beijing Committee of the China Democratic League* (民盟北京市委法制委員會委員副主任) and a director member the Central Committee of Social and Legal Affairs of the Chinese Democratic League* (中國民主同盟中央財經大學委員會), He is also a part-time arbitrator.

The Supervisory Committee proposes to elect and appoint Mr. Li as an independent Supervisor of the Company to hold office with effect from the date of the passing of the ordinary resolution at the EGM until 18 November 2024. It is proposed that Mr. Li's annual remuneration as independent Supervisor be fixed at RMB200,000 during his term of office. Save as disclosed above, as at the Latest Practicable Date, Mr. Li has confirmed that he (i) does not assume other offices in any member of the Group; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company or other members of the Group; (iii) does not have any interests in shares of the Company within the meaning of Part XV of the SFO; and (iv) did not hold any other directorships or other major appointments and professional qualifications in any listed companies in the past three years.

As at the Latest Practicable Date, Mr. Li has confirmed that there is no information which is discloseable pursuant to Rules 13.51(2) (h) to 13.51(2) (v) of the Listing Rules. Save as disclosed above, the Company is not aware of any other matters in relation to the proposed election and appointment of Mr. Li that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

3. EGM

The EGM will be held at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the PRC on Friday, 19 November 2021 at 9:30 a.m.. A form of proxy for use at the EGM is enclosed with this circular. A notice of the EGM is set out on pages 25 to 29 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event 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), and deposit it with Tricor Investor Services Limited, the Company's H Share Registrar in Hong Kong, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for holders of H Shares; or the office of the Company, at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the PRC for holders of Domestic Shares. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so desire.

4. RECOMMENDATIONS

In accordance with paragraph A.5.5 of Appendix 14 of the Listing Rules, the Terms of Reference of the Nomination Committee of the Board and the Board Diversity Policy of the Company, the Board and the nomination committee of the Board have assessed and reviewed the election of each of Mr. Sun Yanjun, Mr. Liu Jianwen, Mr. Zhou Fangsheng, Mr. Li Jun and Ms. Xia Xue as independent non-executive Directors. The above mentioned candidates of independent non-executive Directors have knowledge, skills, qualifications and years of extensive experience in accounting, finance, laws and/or corporate management, and are able to provide valuable and relevant insights to, and contribute to the efficient and effective functioning and diversity of the Board. The Board has also assessed and reviewed the independent non-executive Directors' annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all the independent non-executive Directors remain independent as at the Latest Practicable Date.

The Board believes the proposed election and appointment of Directors and Supervisors are in the best interests of the Company as well as its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions set out in the notice of the EGM.

LETTER FROM THE BOARD

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must 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. The chairman of the meeting will therefore demand a poll for every 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).

6. GENERAL

Holders of the H Shares whose names appear on the register of members of H Shares of the Company maintained by Tricor Investor Services Limited and holders of Domestic Shares whose names appear on the register for Domestic Shares maintained by the Company on Friday, 19 November 2021 are eligible to attend the EGM.

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

Beijing, the PRC
2 November 2021

* *For identification purpose only*

NOTICE OF THE EGM



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 Jiexiang 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;

NOTICE OF THE EGM

- (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;

NOTICE OF THE EGM

- (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

NOTICE OF THE EGM

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

NOTICE OF THE EGM

- (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*