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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)

SUPPLEMENTAL NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Reference is made to the notice (the “**Original Notice**”) of the extraordinary general meeting (the “**EGM**”) of China National Building Material Company Limited* (the “**Company**”) dated 25 November 2022 which sets out the resolutions to be considered by shareholders of the Company (the “**Shareholder(s)**”) at the EGM to be held at 2:00 p.m. on Monday, 19 December 2022 at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the People’s Republic of China (the “**PRC**”). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular dated 25 November 2022 issued by the Company (the “**Circular**”).

A Shareholder, China National Building Material Group Co., Ltd.* (中國建材集團有限公司) (the “**Parent**”), has submitted certain extraordinary proposals to the Board. In accordance with the relevant laws and regulations and the Company’s articles of association, the Board hereby presents such extraordinary proposals at the EGM for consideration and approval by the Shareholders.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled, and that additional resolutions 6 and 7 (as ordinary resolutions), as set out below, will be considered and, if thought fit, passed at the EGM together with the other resolutions set out in the Original Notice.

AS ORDINARY RESOLUTIONS

6. To consider and approve the appointment of Mr. Wei Rushan as an executive director of the Company to hold office with effect from the date on which this resolution is approved and the term of office will be the same as the current session of the Board, and to consider and approve the remuneration of Mr. Wei Rushan, as set out in the Appendix I.
7. To consider and approve the appointment of Mr. Qu Xiaoli as a supervisor of the Company.

Details of the above resolutions are included in Appendix I to this supplemental notice of the EGM.

By order of the Board
China National Building Material Co., Ltd.*
Zhou Yuxian
Chairman of the Board

Beijing, the PRC
5 December 2022

As at the date of this announcement, the board of directors of the Company comprises Mr. Zhou Yuxian, Mr. Xiao Jiexiang and Mr. Wang Bing as executive directors, Mr. Li Xinhua, Mr. Chang Zhangli, Mr. Wang Yumeng, Mr. Peng Shou, Mr. Shen Yungang and Ms. Fan Xiaoyan as non-executive directors and Mr. Sun Yanjun, Mr. Liu Jianwen, Mr. Zhou Fangsheng, Mr. Li Jun and Ms. Xia Xue as independent non-executive directors.

Notes:

- (1) Save for the changes set out in this supplemental notice of the EGM, there are no other changes to the resolutions set out in the Original Notice. For the details in relation to the other resolutions to be considered at the EGM, eligibility for attending the EGM, appointment of proxy, registration procedures, closure of register of members and other relevant matters, please refer to the Original Notice and the Circular.
- (2) Since the form of proxy sent together with the Circular (the “**First Form of Proxy**”) does not contain the additional resolutions as set out in this supplemental notice, a new form of proxy (the “**Revised Form of Proxy**”) has been prepared and is enclosed with this supplemental notice.

- (3) The Revised Form of Proxy for use at the EGM is enclosed in this supplemental notice and is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company's website (www.cnbmtd.com). Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed Revised Form of Proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m. on Sunday, 18 December 2022) or any adjournment thereof (as the case may be). Completion and return of the Revised Form of Proxy will not preclude you from attending the EGM and voting in person if you so wish.
- (4) **IMPORTANT REMINDERS:**
- (a) **A Shareholder who has not yet lodged the First Form of Proxy** in accordance with the instructions printed thereon is requested to lodge the Revised Form of Proxy if he or she wishes to appoint proxies to attend the EGM on his or her behalf. In this case, the First Form of Proxy should not be lodged.
- (b) **A Shareholder who has already lodged the First Form of Proxy** in accordance with the instructions printed thereon should note that:
- (i) If no Revised Form of Proxy is lodged in accordance with the instructions printed thereon, the First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the First Form of Proxy will be entitled to vote in accordance with the instructions previously given by the shareholder under the First Form of Proxy or at his/her discretion (if no such instructions are given) on any resolution properly put to the EGM, including the additional resolutions as set out in this supplemental notice.
- (ii) If the Revised Form of Proxy is lodged in accordance with the instructions printed thereon not less than 24 hours before the time appointed to hold the EGM (i.e. not later than 2:00 p.m. on Sunday, 18 December 2022) or any adjourned meeting (the "**Closing Time**") and is duly completed, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the shareholder, and the First Form of Proxy will be deemed revoked.
- (iii) If the Revised Form of Proxy is lodged after the Closing Time or is not duly completed, the Revised Form of Proxy will be invalid and will not revoke the First Form of Proxy. The First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the First Form of Proxy will be entitled to vote in accordance with the instructions previously given by the shareholder under the First Form of Proxy or at his/her discretion (if no such instructions are given) on any resolution properly put to the EGM, including the additional resolutions as set out in this supplemental notice.
- (5) Shareholders are reminded that completion and return of the First Form of Proxy and/or the Revised Form of Proxy will not preclude them from attending and voting in person at the EGM or any adjournment thereof.
- (6) References to time and dates in this supplemental notice are to Hong Kong time and dates.

* *For identification only*

APPENDIX I:

Reference is made to the announcement of the Company on 1 December 2022 in relation to (i) the proposed appointment of executive director; and (ii) the proposed appointment of supervisor. On 1 December 2022, the Company was notified by a Shareholder, the Parent, that the Parent proposed to nominate Mr. Wei Rushan (“**Mr. Wei**”) as an executive director of the Company in replacement of Mr. Peng Shou, who has tendered his written resignation to the Board and applied to resign from the position of a non-executive director of the Company due to work adjustment, which shall take effect upon the approval of the appointment of Mr. Wei by the Shareholders at the EGM. Mr. Wei’s term of office, commencing upon the approval of the Shareholders at the EGM, will be the same as the current session of the Board, and he may serve consecutive terms if re-elected. On the same date, the Parent also proposed to nominate Mr. Qu Xiaoli (“**Mr. Qu**”) as the supervisor of the Company (“**Supervisor**”) in replacement of Mr. Wei, who has resigned from the position of a supervisor due to work adjustment. Mr. Qu’s term of office, commencing upon the approval of the Shareholders at the EGM, will be the same as the fifth session of the Supervisory Committee, and he may serve consecutive terms if re-elected.

The biographical details of Mr. Wei and Mr. Qu are set out below:

Mr. Wei Rushan, born in December 1974, is the president of the Company. Mr. Wei has accumulated extensive experience in corporate investment and development. Mr. Wei has been the president of the Company since December 2022, a Supervisor representing the Shareholders from November 2021 to November 2022 of the Company, a deputy general manager of the Parent since March 2021, the general manager of the strategic development department of the Parent from February 2020 to November 2021, an 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 the Parent from March 2010 to June 2016 and an assistant to the general manager of the investment development department of the Parent from July 2006 to March 2010. Mr. Wei obtained 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 and is a senior economist. Mr. Wei concurrently serves as the chairman of China Building Materials Engineering Association.

It is proposed that Mr. Wei, if appointed, will not receive any remuneration as an executive Director. The remuneration of Mr. Wei for his other positions in the Company will be determined pursuant to relevant laws, regulations, regulatory documents and the Company’s relevant internal rules and policies.

Mr. Qu Xiaoli, born in October 1970, is the assistant to the general manager, the deputy chief accountant and the general manager of the finance department of the Parent. Mr. Qu has accumulated extensive experience in enterprise financial management. Mr. Qu has been the chairman of the board of directors of Beijing New Building Material (Group) Co., Ltd. since November 2022, the chairman of the board of directors of China National Building Materials Group Finance Co., Ltd. since May 2022, the general manager of Beijing New Building Material (Group) Co., Ltd. from May 2022 to November 2022, the general manager of the strategic development department of the Parent from November 2021 to May 2022, the assistant to general manager and deputy chief accountant of the Parent since September 2021, the general manager of the finance department of the Parent since May 2019, and deputy general manager of the finance department of the Parent from May 2018 to May 2019. Mr. Qu graduated from the Faculty of Financial Accounting of Hebei College of Geology (河北地質學院) majoring in accounting in July 1995 and is a senior accountant.

It is proposed that Mr. Qu, if appointed, will not receive any Supervisor's remuneration from the Company during his term of office.

Save as disclosed above and as at 1 December 2022 (the "**Latest Practicable Date of this Supplemental Notice**"), Mr. Wei and Mr. Qu have respectively confirmed that he (i) did not assume other offices in any member of the Group; (ii) was not related to any Director, senior management, substantial shareholder or controlling shareholder 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 Securities and Futures Ordinance (Cap.571 of the laws of Hong Kong); and (iv) did not hold any other directorships or other major appointments and qualifications in any listed companies in the past three years.

As at the Latest Practicable Date of this Supplemental Notice, Mr. Wei and Mr. Qu have respectively confirmed that there is no information in relation to his proposed appointment which is disclosable 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 appointment of Mr. Wei and Mr. Qu that needs to be brought to the attention of the Shareholders.

Recommendation

The Board believes that the proposed resolutions set out in this supplemental notice of the EGM are in the best interests of the Company as well as its Shareholders. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions at the EGM.