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CNBM

China National Building Material Company Limited^{*}

中國 建 材 股 份 有 限 公 司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3323)

**CHANGE OF DIRECTORS AND SUPERVISORS,
ELECTION OF CHAIRMAN, CHANGE IN COMPOSITION
OF SPECIAL COMMITTEES OF THE BOARD, CHANGE OF
PRESIDENT, RE-DESIGNATION OF DIRECTOR AND
CHANGE OF JOINT COMPANY SECRETARY**

Reference is made to the voluntary announcement dated 3 May 2018 of China National Building Material Company Limited (the “**Company**”), and the circular dated 25 April 2018 and the supplementary circular dated 3 May 2018 (collectively, the “**Circulars**”) of the Company in relation to, among others, the proposed appointment of directors and supervisors of the Company. Unless otherwise stated, terms defined in the Circulars shall have the same respective meanings when used herein.

CHANGE OF DIRECTORS AND SUPERVISORS

As set out in the Circulars, the Company proposes to adjust its corporate management structure in connection with the merger of the Company and Sinoma. By mutual agreement between the Company and the relevant Director or Supervisor, each of Mr. Song Zhiping and Mr. Guo Chaomin ceased to serve as a Director, and Ms. Xu Weibing ceased to serve as a Supervisor, with effect from the AGM. Each of Mr. Song Zhiping, Mr. Guo Chaomin and Ms. Xu Weibing confirmed that he/she has no disagreement with the Board and the Company and there is no other matter in relation to his/her cessation of office that needs to be brought to the attention of the Shareholders.

At the AGM, the election of Mr. Peng Jianxin as an executive Director, the election of each of Ms. Xu Weibing, Mr. Shen Yungang and Ms. Fan Xiaoyan as a non-executive Director and the election of each of Mr. Li Xinhua and Mr. Guo Yanming as Supervisors were considered and approved by the Shareholders by way of ordinary resolutions. The biographical details of each of the above Directors and Supervisors were set out in the Circulars.

The term of office of the new Directors and Supervisors commenced on 13 June 2018 and will expire on 26 May 2019.

The Company convened a staff general meeting on 30 May 2018, during which Mr. Wang Yingcai was elected by way of democratic election as a staff representative Supervisor of the fourth session of the Supervisory Committee with a term of office commencing on 30 May 2018 and expiring on 26 May 2019. His appointment was not subject to the approval of the Shareholders of the Company under relevant laws of the PRC and the Articles of Association of the Company.

ELECTION OF CHAIRMAN, CHANGE IN COMPOSITION OF SPECIAL COMMITTEES OF THE BOARD, CHANGE OF PRESIDENT, RE-DESIGNATION OF DIRECTOR AND CHANGE OF JOINT COMPANY SECRETARY

A meeting of the Board and a meeting of the Supervisory Committee were held on 13 June 2018 immediately after the conclusion of the AGM and it was resolved that:

- (1) Mr. Cao Jianglin, previously President of the Company, be appointed as Chairman of the Company with a term of office from 13 June 2018 until the expiration of the current session of the Board;
- (2) Mr. Peng Jianxin be appointed as Vice Chairman of the Company with a term of office from 13 June 2018 until the expiration of the current session of the Board;
- (3) Mr. Peng Shou, previously a Vice President of the Company, be appointed as President of the Company with a term of office from 13 June 2018 until the expiration of the current session of the Board;
- (4) Mr. Chang Zhangli, previously an executive Director, be re-designated as a non-executive Director with a term of office from 13 June 2018 until the expiration of the current session of the Board, and shall cease to serve as secretary of the Board and joint company secretary of the Company with effect from 13 June 2018;

- (5) Mr. Yu Kaijun be appointed as secretary of the Board of the Company with a term of office from 13 June 2018 until the expiration of the current session of the Board and, subject to obtaining a waiver from the Stock Exchange from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules (which the Company has applied to the Stock Exchange for, as Mr. Yu Kaijun does not currently possess the qualifications listed in Note 1 to Rule 3.28 of the Listing Rules), a joint company secretary of the Company with a term of office from the date of obtaining such waiver until the expiration of the current session of the Board;
- (6) In accordance with the relevant laws and regulations of the PRC and the relevant requirements of the Listing Rules, the composition of each of the special committees of the Board be adjusted as follows:
- (a) the Strategic Steering Committee will comprise Mr. Cao Jianglin, Mr. Peng Shou and Mr. Zhou Fangsheng, and will be chaired by Mr. Cao Jianglin;
 - (b) the Nomination Committee will comprise Mr. Sun Yanjun, Mr. Liu Jianwen and Mr. Cao Jianglin, and continues to be chaired by Mr. Sun Yanjun;
 - (c) the Remuneration and Performance Appraisal Committee will comprise Mr. Zhou Fangsheng, Mr. Sun Yanjun and Mr. Cao Jianglin, and continues to be chaired by Mr. Zhou Fangsheng; and
 - (d) the Audit Committee will comprise Mr. Qian Fengsheng, Mr. Liu Jianwen and Ms. Xia Xue, and continues to be chaired by Mr. Qian Fengsheng.

The term of office of the new members of the above special committees commenced on 13 June 2018 and will expire upon the expiration of the current session of the Board;

- (7) Mr. Li Xinhua be appointed as the chairman of the Supervisory Committee with a term of office from 13 June 2018 until the expiration of the current session of the Supervisory Committee.

Mr. Chang Zhangli confirmed that he has no disagreement with the Board and the Company and there is no other matter in relation to his re-designation that needs to be brought to the attention of the Shareholders.

The biographical details of Mr. Peng Shou, Mr. Chang Zhangli and Mr. Yu Kaijun are set out below.

Mr. Peng Shou, born in August 1960, is the President and an executive Director of the Company. Mr. Peng has over 30 years of experience in business and management in the building material industry. Mr. Peng has been the President of the Company since June 2018, the acting deputy secretary of the party committee of the Company since May 2018 and the secretary of the party committee of China Triumph International Engineering Company Limited since December 2015. He has served as an executive Director of the Company June 2006, a Vice president of the Company from March 2005 to June 2018, the chairman of China Triumph International Engineering Company Limited since September 2004 and the president of China Triumph International Engineering Company Limited since May 2002. He also served as the deputy general manager of China Triumph International Engineering Company Limited from June 2001 to May 2002. Mr. Peng has held various positions in the subsidiaries under CNBMG, including serving as the chairman of the board of directors and a non-executive director of China Glass Holdings Limited, the secretary of the party committee and an executive director of Triumph Technology Group Company Limited, the secretary of the party committee and an executive director of Bengbu Design & Research Institute for Glass Industry of CNBM, the secretary of the party committee and an executive director of China National United Equipment Group Corp., the chairman of China Luoyang Float Glass (Group) Company Limited and the chairman of Bengbu China Optoelectronics Technology Co., Ltd. etc. Mr. Peng received a bachelor's degree in engineering from Wuhan Institute of Building material industry (now Wuhan University of Technology) in December 1982 and a master's degree in management from Wuhan Polytechnic University (now Wuhan University of Technology) in June 2002. Mr. Peng is qualified as a professor level senior engineer and was awarded a special grant of the government approved by the State Council. At present Mr. Peng concurrently acts as the executive member of International Commission on Glass, 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), the vice chairman of China Silicate Association (中國硅酸鹽學會), the deputy chairman of the China Building and Industrial Glass Committee and the vice president of China Building Material Federation. Mr. Peng was a representative of the 17th National Congress of the Communist Party of China and a representative of the 12th and 13th National People's Congress, awarded National Model Worker (全國勞動模範), National May Day Labor Medal, State Technology Advancement (國家級科技進步獎), Guanghua Engineering Science and Technology Award of Chinese Academy of Engineering and 2015 Science and Technology Innovation Award of Ho Leung Ho Lee Foundation. As a National Engineering Survey and Design Master (國家級工程勘察設計大師), he 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).

Save as disclosed above, as at the date of this announcement, 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 and Supervisors of the Company, 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.

Save as disclosed above, as at the date of this announcement, there is no information in relation to the appointment of Mr. Peng as President of the Company which is discloseable pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter in relation to the appointment of Mr. Peng as President of the Company that needs to be brought to the attention of the Shareholders of the Company.

Mr. Chang Zhangli, born in December 1970, is a non-executive Director of the Company. Mr. Chang has approximately 30 years of experience in handling listing-related matters for listed companies, has participated in all major matters relating to the global offering of the shares of the Company and listing of shares of the Company on the Stock Exchange. Mr. Chang has served as a non-executive Director of the Company since June 2018, the president of China Building Material Holdings Co., Limited since April 2017, a director of Jushi Group Company Limited since May 2016, the chairman of Southwest Cement Company Limited since April 2016 and the acting deputy secretary of the party committee of the Company from December 2015 to May 2018. He served as the acting president of Southwest Cement Company Limited from January 2015 to March 2016, and has been a director of China Triumph International Engineering Company Limited since October 2012, a director of China United Cement Corporation and Southwest Cement Company Limited since December 2011. He acted as a director of China Composites Group Corporation Limited from December 2011 to June 2017, and the vice chairman of Southwest Cement Company Limited from December 2011 to March 2016. He was an executive Director of the Company from November 2011 to June 2018 and served as a director of North Cement Company Limited from March 2009 to June 2017. Mr. Chang has served as a director of Beijing New Building Material Public Limited Company since July 2008, a director of South Cement Company Limited since September 2007, and was the Vice President of the Company from August 2006 to June 2018, a director of China Jushi Co., Ltd (formerly known as China Fiberglass) since July 2005, the secretary of the Board from March 2005 to June 2018 and a director of CNBM Investment Company Limited (formerly

known as BND Co., Limited) since December 2000. From June 2000 to March 2005, Mr. Chang assumed in a number of key positions in Beijing New Building Material Public Limited Company, including the secretary to the board and the deputy general manager. Mr. Chang is an engineer who received a bachelor's degree in engineering from Wuhan Polytechnic University (now Wuhan University of Technology) in July 1994 and received an MBA degree from Tsinghua University in July 2005. Currently, Mr. Chang concurrently serves as the chairman of the board of directors and an executive director of China Shanshui Cement Group Limited, the vice president of China Cement Association, the vice president of the Listed Companies Association of Beijing, the vice president of China Association for Public Companies and the vice president of China Building Materials Enterprise Management Association. 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).

Save as disclosed above, as at the date of this announcement, 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 and Supervisors of the Company, 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.

Save as disclosed above, as at the date of this announcement, there is no information in relation to the re-designation of Mr. Chang which is discloseable pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter in relation to the re-designation of Mr. Chang that needs to be brought to the attention of the Shareholders of the Company.

Mr. Yu Kaijun, born in April 1963, is a Vice President of the Company and the secretary of the Board. Mr. Yu possesses over 35 years of experience in financial management and corporate governance. Mr. Yu has been the secretary of the Board since June 2018, has been a Vice President of the Company since May 2018, was a vice president of Sinoma from July 2016 to May 2018, has been a supervisor of BBMG Corporation since November 2015, was a director of BBMG Corporation from August 2014 to November 2015, was a supervisor of Xinjiang Tianshan Cement Co., Ltd. and Ningxia Building Materials Group Co., Limited from December 2011 to April 2015, was the chief financial officer of Sinoma from July 2010 to May 2018, and was the chief financial officer of Sinoma International Engineering Co., Ltd. from December 2001 to January 2011. He served in various positions including the chief financial officer and deputy general manager of Shenzhen Languang Science & Technology Co., Ltd. (深圳蘭光科技股份有限公司) from November 1990 to October 2001. He

worked at the Finance Bureau of Pingliang District of Gansu Province from July 1982 to November 1990. Mr. Yu obtained a master degree in accounting from the Hong Kong Polytechnic University in December 2006. He is currently a senior accountant.

On behalf of the Board
China National Building Material Company Limited*
Cao Jianglin
Chairman of the Board

Beijing, the PRC
13 June 2018

As at the date of this announcement, the board of directors of the Company comprises Mr. Cao Jianglin, Mr. Peng Jianxin, Mr. Peng Shou and Mr. Cui Xingtai as executive directors, Ms. Xu Weibing, Mr. Chang Zhangli, Mr. Tao Zheng, Mr. Chen Yongxin, Mr. Shen Yungang and Ms. Fan Xiaoyan as non-executive directors and Mr. Sun Yanjun, Mr. Liu Jianwen, Mr. Zhou Fangsheng, Mr. Qian Fengsheng and Ms. Xia Xue as independent non-executive directors.

* *For identification only*