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Sinoma China National Materials
Company Limited

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 01893)

ANNOUNCEMENT
RESULTS OF EXERCISE OF RIGHT OF
SINOMA DISSENTING SHAREHOLDERS
AND
EXPECTED TIMELINE FOR THE WITHDRAWAL OF LISTING AND THE
IMPLEMENTATION OF THE SHARE EXCHANGE

INTRODUCTION

Reference is made to (i) the joint announcement published by China National Materials Company Limited (“**Sinoma**”) and China National Building Material Company Limited (“**CNBM**”) dated 8 September 2017; (ii) the merger document issued by Sinoma and CNBM dated 20 October 2017 (the “**Merger Document**”); and (iii) the supplemental document jointly issued by Sinoma and CNBM on 17 November 2017 in relation to, amongst other things, the proposed merger by absorption between Sinoma and CNBM (the “**Merger**”). Reference is also made to the announcement issued by Sinoma on 29 March 2018 containing information regarding exercise of Right of Sinoma Dissenting Shareholders (the “**Exercise Announcement**”); and (ii) the joint announcement issued by Sinoma and CNBM on 29 March 2018 on, amongst other things, the expected timeline for the withdrawal of listing by Sinoma and the implementation of the Share Exchange (the “**Timeline Announcement**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Merger Document, the Exercise Announcement and the Timeline Announcement.

RESULTS OF EXERCISE OF RIGHT OF SINOMA DISSENTING SHAREHOLDERS

The Declaration Period for exercise of the Right was 9:00 a.m. to 4:30 p.m. on 4 April 2018, during which no declaration for exercise of the Right was made by any Sinoma Dissenting Shareholder. Therefore the acquisition price for the Dissenting Shares, the last time for Sinoma Dissenting Shareholders to accept such price and the announcements thereof will no longer be applicable. As the results of the exercise of the Right have been disclosed in this announcement already, Sinoma will not issue a separate announcement on such results on 10 April 2018. Furthermore, announcements on the settlement of the Right, posting of remittances or transfer of title held by the Sinoma Dissenting Shareholders will also no longer be applicable.

EXPECTED TIMELINE

The expected timeline in respect of the key events regarding the Merger, including the Delisting and the implementation of the Share Exchange, remains the same as the Timeline Announcement and is as follows:

Event	Expected Date
Last day of dealing in Sinoma H Shares on the Stock Exchange	16 April 2018
The last time to lodge Sinoma H shares and transfer forms in respect of the transfer of Sinoma H Shares	4:30 p.m. on 19 April 2018
Closure of register for the transfer of Sinoma H Shares	20 April 2018 onwards
Withdrawal of the listing of Sinoma H Shares on the Stock Exchange	4:00 p.m. on 23 April 2018
Record date of Share Exchange ¹	4:30 p.m. on 23 April 2018
Dispatch of CNBM H share certificates to Sinoma Share-Exchange Shareholders ²	Expected to be on or around 2 May 2018
Announcement of completion of the H Share Exchange (i.e. completion of the issuance and dispatch of CNBM H share certificates to Sinoma Share-Exchange Shareholders)	Expected to be on or around 2 May 2018
Commencement of dealings in CNBM Shares issued to Sinoma Share-Exchange Shareholders as consideration for the H Share Exchange	Expected to be on or around 3 May 2018
CNBM completes its business registration update at Beijing Municipal Administration of Industry and Commerce	As soon as possible after the Share Exchange

¹ The trading day of the Stock Exchange on which a list of Sinoma Shareholders (including Sinoma Domestic Shareholders, Sinoma H Shareholders and Sinoma Unlisted Foreign Shareholders) who are eligible to participate in the Share Exchange and the number of shares held by such shareholders will be determined.

² Each Sinoma Share-Exchange Shareholder (except for HKSCC Nominees Limited) will receive one share certificate for all the CNBM H Shares issued to him/her/it as consideration for the H Share Exchange.

Please note that the expected timeline above is for Sinoma Shareholders and potential investors' reference only and may differ from the final timeline in accordance with the actual circumstances. Further announcement(s) will be made by Sinoma as and when appropriate.

NOTICE TO U.S. HOLDERS OF SINOMA SHARES

The Merger will involve the exchange of securities of two companies incorporated in the PRC with limited liability and is subject to Hong Kong disclosure requirements, which are different from those of the United States. The financial statements included in the Merger Document have been prepared in accordance with Hong Kong Financial Reporting Standards, International Financial Reporting Standards and PRC GAAP and thus may not be comparable to financial statements of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

U.S. holders of Sinoma Shares may encounter difficulty enforcing their rights and any claims arising under the U.S. federal securities laws, as Sinoma is located in a country outside the United States and some or all of its officers and directors may be residents of a country other than the United States. U.S. holders of Sinoma Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, U.S. holders of Sinoma Shares may encounter difficulty compelling a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

NOTICE TO OVERSEAS HOLDERS OF SINOMA SHARES

Overseas holders of Sinoma Shares that have approved the Merger (“**Sinoma Overseas Shareholders**”) will not be entitled to the share exchange if, subject to the request of such exclusion from Sinoma Overseas Shareholders, Sinoma considers such exclusion to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place. In such circumstances, arrangements will be made for the shares of such Sinoma Overseas Shareholders which would otherwise have been exchanged into the CNBM shares, to be sold in the market as soon as practicable after the Delisting commences.

All Sinoma Overseas Shareholders are therefore highly recommended that they should consult their bankers or other professional advisers as to whether any the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place need to be observed to enable them to the Share Exchange.

By order of the Board of
China National Materials Company Limited
Liu Zhijiang
Chairman

Beijing, the PRC
6 April 2018

As at the date of this announcement, the executive directors of Sinoma are Mr. Liu Zhijiang and Mr. Peng Jianxin; the non-executive directors of Sinoma are Mr. Li Xinhua, Mr. Li Jianlun, Mr. Shen Yungang and Mr. Wang Fengting; and the independent non-executive directors of Sinoma are Mr. Leung Chong Shun, Mr. Lu Zhengfei and Mr. Wang Zhulin.

The Sinoma Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any of the statements in this announcement misleading.

** For identification purpose only*