



# 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)

## FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 29 APRIL 2024 <sup>(Note 1)</sup>

I/We <sup>(Note 2)</sup> \_\_\_\_\_ of \_\_\_\_\_

(as shown in the register of members) being the registered holder(s) of <sup>(Note 4)</sup> \_\_\_\_\_ Domestic Shares/H Shares <sup>(Note 3)</sup> of RMB1.00 each in the share capital of China National Building Material Company Limited (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** <sup>(Note 5)</sup> or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy(ies) to attend and act for me/us at the annual general meeting (the "AGM") of the Company to be held at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the People's Republic of China (the "PRC") on Monday, 29 April 2024 at 2:30 p.m. (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM and at the AGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as my/our proxy(ies) thinks fit. Unless otherwise indicated, capitalised items used herein shall have the same meaning as those defined in the circular dated 5 April 2024 issued by the Company (the "Circular").

Ordinary Resolutions		For <sup>(Note 6)</sup>	Against <sup>(Note 6)</sup>
1.	To consider and approve the report of the Board for the year ended 31 December 2023.		
2.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2023.		
3.	To consider and approve the report of the auditors and audited financial statements of the Company for the year ended 31 December 2023.		
4.	To consider and approve the profit distribution plan and the final dividend distribution plan of the Company for the year ended 31 December 2023 and to authorise the Board to distribute such final dividend to the Shareholders.		
5.	To consider and approve the grant of authorisation to the Board to deal with all matters in relation to the Company's distribution of interim dividend for the year 2024 in its absolute discretion (including, but not limited to, determining whether to distribute interim dividend for the year 2024).		
6.	To consider and approve the appointment of Moore Stephens CPA Limited as the international auditor of the Company for the year 2024 and Da Hua Certified Public Accountants (Special General Partnership) as the domestic auditor of the Company for the year 2024, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine their remuneration.		
7.	To consider and approve the adjustment to the director's remuneration of Mr. Xiao Jiayang.		
8.	To consider and approve the appointment of Mr. Chen Shaolong as a non-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. Chen Shaolong, as set out in the Circular.		
Special Resolutions		For <sup>(Note 6)</sup>	Against <sup>(Note 6)</sup>
9.	To give a general mandate to the Board to allot, issue and deal with additional Domestic Shares not exceeding 20% of the number of Domestic Shares in issue and additional H Shares not exceeding 20% of the number of H Shares in issue as at the date of passing this resolution and authorise the Board to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the allotment or issuance of shares.		
10.	To consider and approve to grant a general mandate to the Board to exercise the power of the Company to repurchase H Shares (details of this resolution were set out in the notice of the AGM dated 5 April 2024).		
11.	To consider and approve the Company's registration and issuance of debt financing instruments in one or several tranche(s) within the limit of registration and issue permitted under relevant laws and regulations as well as other regulatory documents and grant of authorisation to the Board and/or its authorised person(s) to handle all relevant matters in relation to the registration and issuance of debt financing instruments.		

Date: \_\_\_\_\_ 2024 Signature(s) <sup>(Note 7)</sup>: \_\_\_\_\_

\* For identification only

Notes:

1. **IMPORTANT: You should first review the annual report of the Company for the year 2023 and the Circular before appointing the proxy. The annual report for the year 2023 will include the report of the Board for the year 2023, the report of the Supervisory Committee for the year 2023 and the audited financial report of the Company for the year 2023 for review by shareholders.**
2. Please insert the full name(s) (in Chinese or English) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
3. Please strike out the type of shares (Domestic Shares or H Shares) to which this form of proxy does not relate.
4. Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
5. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”.** If no direction is given, your proxy may vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
7. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If this form of proxy is signed by an attorney of a shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
8. In accordance with the Company’s 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 notice of the AGM, to attend and exercise all the voting powers attached to such share at the AGM.
9. In order to be valid, this 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 if you are a holder of Domestic Shares, and at the Company’s H Share Registrar in Hong Kong, Tricor Investor Services Limited, if you are a holder of H Shares not less than 24 hours before the time appointed for the AGM (i.e. not later than 2:30 p.m. on Sunday, 28 April 2024) or any adjournment thereof (as the case may be).
10. The address and contact details of the Company’s H Share Registrar in Hong Kong, Tricor Investor Services Limited, are as follows:  
  
17/F, Far East Finance Centre  
16 Harcourt Road, Hong Kong  
Telephone No.: (+852) 2980 1333  
Facsimile No.: (+852) 2810 8185
11. 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
12. A shareholder or his/her/its proxy should produce proof of identity when attending the AGM. If a corporate shareholder appoints its legal representative to attend the AGM, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or other regulatory authorities of such shareholder appointing such legal representative to attend the AGM.
13. References to time and dates in this form of proxy are to Hong Kong time and dates.

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#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address or by email to [cnbm3323-ecom@hk.tricorglobal.com](mailto:cnbm3323-ecom@hk.tricorglobal.com).