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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)

**CONDITIONAL CASH OFFER BY MORGAN STANLEY ASIA LIMITED ON
BEHALF OF CHINA NATIONAL BUILDING MATERIAL COMPANY
LIMITED TO BUY-BACK UP TO 841,749,304 H SHARES AT HK\$4.03 PER
H SHARE
APPLICATION FOR WHITEWASH WAIVER
AND
SATISFACTION OF ALL PRE-CONDITIONS**

Financial Adviser to the Company

Morgan Stanley

Independent Financial Adviser to the Independent Board Committee



Gram Capital Limited
嘉林資本有限公司

INTRODUCTION

Reference is made to (i) the announcement dated 6 December 2024 published by the Company in relation to, among other things, the Offer and the Whitewash Waiver (the “**Rule 3.5 Announcement**”) and (ii) the announcement dated 27 December 2024 published by the Company in relation to the extension of time for despatch of the Offer Document (the “**Delay in Despatch Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

SATISFACTION OF ALL PRE-CONDITIONS

As disclosed in the Rule 3.5 Announcement, the making of the Offer is subject to the satisfaction of the Pre-Conditions.

In respect of Pre-Condition (a) as disclosed in the Rule 3.5 Announcement, the Company is pleased to announce that, as at the date of this announcement, the registration with SAFE in relation to the Offer has been completed and remains in full force and effect pursuant to the provisions of relevant laws and regulations in the PRC. In respect of Pre-Condition (b) as disclosed in the Rule 3.5 Announcement, as at the date of this announcement and based on information available to the Company, save for the governmental registration as mentioned in Pre-Condition (a) above, the Company is not currently aware of any other applicable governmental authorisations, consents and approvals which are required in respect of the Offer.

Accordingly, as at the date of this announcement, the Company is pleased to announce that all the Pre-Conditions have been satisfied.

DESPATCH OF THE OFFER DOCUMENT

As disclosed in the Delay in Despatch Announcement, the Executive has granted its consent to the extension of the latest date for despatching the Offer Document to not later than (i) the date which is 7 days after the fulfilment of the Pre-Conditions or (ii) 7 July 2025 (being the date which is 7 days following the Pre-Conditions Long Stop Date), whichever is earlier.

It is expected that the Offer Document containing, among others, (i) the full terms and details of the Offer and the Whitewash Waiver; (ii) the recommendation from the Independent Board Committee in respect of the Offer and the Whitewash Waiver; and (iii) the letter from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer and the Whitewash Waiver, and enclosing the Form of Acceptance, will be despatched to Shareholders on or around 27 January 2025. A further announcement will be made on the date of the despatch of the Offer Document.

WARNING: The Offer is subject to all of the Conditions being fulfilled or waived (where applicable). If the Whitewash Waiver is not granted by the Executive, or if the resolutions to approve the Offer or the Whitewash Waiver are not passed by the Independent Shareholders, the Offer will not proceed and will immediately lapse.

It should be noted that dealings in the Shares will continue notwithstanding that any of the Conditions may remain unfulfilled, and that persons dealing in the Shares will bear the risk that the Offer may lapse.

Shareholders are advised to consider the detailed terms of the Offer and the Whitewash Waiver and read, among other things, the letter from the Independent Board Committee and the letter of advice from the Independent Financial Adviser to the Independent Board Committee to be contained in the Offer Document before deciding whether to vote for or against the resolutions in respect of the Offer and the Whitewash Waiver to be proposed at (as applicable) the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting. Shareholders should also note that their voting decision on the resolutions in respect of the Offer, the reduction of the registered capital of the Company and relevant arrangements and the Whitewash Waiver to be proposed at (as applicable) the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting will not affect their ability to accept or not accept the Offer. If Shareholders are in any doubt as to any aspect of the Offer and the Whitewash Waiver or as to the action to be taken, they should seek independent professional advice.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares and should consult their professional advisers when in doubt.

By order of the Board
China National Building Material Company Limited*
Pei Hongyan
Secretary of the Board

Beijing, the PRC
24 January 2025

As at the date of this announcement, the board of directors of the Company comprises Mr. Zhou Yuxian, Mr. Wei Rushan and Mr. Wang Bing as executive directors, Mr. Wang Yumeng, Mr. Shen Yungang and Mr. Chen Shaolong 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.

The 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 statement in this announcement misleading.

** For identification purposes only*