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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)

VOLUNTARY ANNOUNCEMENT
PROPOSED PLACING

This announcement is made by China National Building Material Company Limited* (the "**Company**") on a voluntary basis.

PROPOSED PLACING

On 28 September 2025, CNBM United Investment Co., Ltd.* (中建材聯合投資有限公司) ("**CNBM United Investment**"), a wholly-owned subsidiary of China National Building Material Group Co., Ltd.* (中國建材集團有限公司) (the "**Parent**") who is the controlling shareholder of the Company, entered into an indicative share subscription agreement (the "**Indicative Share Subscription Agreement**") with Sinoma Science & Technology Co., Ltd.* (中材科技股份有限公司) ("**Sinoma Science & Technology**"), an A-share listed non-wholly owned subsidiary of the Company, in connection with Sinoma Science & Technology's proposed placing of new shares for cash consideration (the "**Proposed Placing**"), with a portion to be placed with CNBM United Investment. The proceeds raised from the Proposed Placing will mainly be used for funding Sinoma Science & Technology's projects and working capital needs.

TERMS OF THE INDICATIVE SHARE SUBSCRIPTION AGREEMENT

The main terms of the Indicative Share Subscription Agreement are briefly summarised as follows:

(1) Nature of shares:	Sinoma Science & Technology's A shares listed on the Shenzhen Stock Exchange.

(2) Issue price (the "**Issue Price**"):	To be determined in accordance with the principle that the Issue Price will not be lower than 80% of any of the average trading prices of Sinoma Science & Technology's shares in the 20 trading days prior to the date when the placing starts (the "**Issue Price Reference Date**"), and not lower than the latest audited net asset value per share. Final Issue Price is to be approved by the Shenzhen Stock Exchange and registered with the China Securities Regulatory Commission (the "**CSRC**"), and in accordance with the relevant regulations of the CSRC, the Issue Price shall be determined by the board of directors of Sinoma Science & Technology and its authorised personnel within the scope of authorisation granted by their shareholders' meeting, together with the lead underwriter, based on the subscription quotations from the target investors and following principles such as price priority. CNBM United Investment will not participate in the inquiry process for determining the Issue Price, but undertakes to accept the inquiry results of other investors and subscribe at the same price as other investors. If the Issue Price cannot be determined through the inquiry process, CNBM United Investment agrees to participate in the subscription using the floor price of the offering as the Issue Price. If Sinoma Science & Technology issues any dividends, bonus shares or transfers any capital reserve to share capital etc. between the Issue Price Reference Date and the issue date, the Issue Price shall be adjusted accordingly.
(3) Subscription amount ("**Subscription Amount**")	CNBM United Investment will subscribe for a total amount of RMB820.1492 million in cash. The Subscription Amount may be adjusted if there are changes in regulatory policies, requirements from regulatory approval documents, or if mutually agreed upon by both parties to the Indicative Share Subscription Agreement.
(4) Number of shares to be issued ("**Subscription Shares**")	To be determined by dividing the Subscription Amount by the Issue Price. If the Issue Price is adjusted due to issuance of dividends, bonus shares, or transfers to share capital from capital reserve etc. the number of Subscription Shares will also be adjusted accordingly.

(5) Lock-up period	CNBM United Investment will be prohibited from transferring the Subscription Shares (as may be increased by bonus issue and transfer to share capital from capital reserve etc. that may be effected by Sinoma Science & Technology) within 18 months from the completion of the Proposed Placing, and will comply with applicable laws, regulations, and the relevant rules of the China Securities Regulatory Commission and the Shenzhen Stock Exchange.
(6) Undistributed retained earnings	Any undistributed retained earnings accumulated before the Proposed Placing will be shared by all shareholders of Sinoma Science & Technology after the Proposed Placing, in proportion to their shareholding.

Effectiveness of the Indicative Share Subscription Agreement

The Indicative Share Subscription Agreement is executed on the date of signing and/or stamping by the relevant parties to the Indicative Share Subscription Agreement, and will take effect upon fulfilment of all of the following conditions (the "**Conditions to Effectiveness**"):

(1) approval of the Proposed Placing at Sinoma Science & Technology's board and shareholders' meetings;

(2) approval or consent of the Proposed Placing by the competent authorities with respect to state-owned assets;

(3) approval of the Proposed Placing by the Shenzhen Stock Exchange; and

(4) grant of registration approval for the Proposed Placing by the CSRC.

Both parties to the Indicative Share Subscription Agreement shall use best efforts to fulfil the Conditions to Effectiveness. Neither party shall be held liable if the Indicative Share Subscription Agreement fails to become effective due to reasons not attributable to either party.

Payment

CNBM United Investment irrevocably agrees to subscribe for a portion of Sinoma Science & Technology's shares based on the Subscription Amount, with the number of Subscription Shares to be determined by the final Issue Price. Upon regulatory approval and receipt of payment notice, CNBM United Investment shall remit the full Subscription Amount to the designated account within the specified period. After verification and deduction of relevant fees, funds will be transferred to Sinoma Science & Technology's fundraising account, and Sinoma Science & Technology shall register the Subscription Shares under CNBM United Investment's name as soon as possible.

INFORMATION ON THE RELEVANT PARTIES

Sinoma Science & Technology is a subsidiary of the Company, and is principally engaged in the wind power blade, glass fibre and lithium battery separator businesses. Its A-shares are listed and traded on the Shenzhen Stock Exchange (stock code: 002080).

CNBM United Investment is a wholly-owned subsidiary of the Parent, and is principally engaged in investment management, assets management and investment consultation.

WARNING

Shareholders of the Company should be aware that the Proposed Placing has not yet been confirmed. There are still uncertainties on whether or not the Proposed Placing will proceed to implementation. The implementation of the Proposed Placing will be subject to, among other things, approval by the competent regulatory authorities. Further announcement(s) in respect of the Proposed Placing will be made by the Company as and when appropriate. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Beijing, the PRC
29 September 2025

As at the date of this announcement, the board of directors of the Company comprises Mr. Zhou Yuxian, Mr. Wei Rushan, Mr. Wang Bing and Ms. Miao Xiaoling 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.

* *For identification purposes only*