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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China National Building Material Company Limited*, you should hand this circular to the purchaser or transferee or the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) GENERAL MANDATE TO ISSUE SHARES
(2) GENERAL MANDATE TO REPURCHASE H SHARES
(3) PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS
(4) PROPOSED FINAL DIVIDEND DISTRIBUTION PLAN
(5) NOTICE OF THE AGM
(6) NOTICE OF THE H SHAREHOLDERS' CLASS MEETING AND
(7) NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

The AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting of China National Building Material Company Limited* are to be held at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the PRC on Wednesday, 29 April 2026 at 2:00 p.m., 2:30 p.m. (or immediately after the conclusion of the AGM) and 3:00 p.m. (or immediately after the conclusion of the H Shareholders' Class Meeting), respectively. The notice of the AGM, the notice of the H Shareholders' Class Meeting and the notice of the Domestic Shareholders' Class Meeting are set out in this circular. Shareholders are advised to read the notices and to complete and return the enclosed forms of proxy for use at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting in accordance with the instructions printed thereon.

Whether or not you are able to attend the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, please complete and return the enclosed forms of proxy for use at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting or any adjournment thereof (as the case may be).

Completion and return of the forms of proxy will not preclude you from attending and voting in person at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting or any adjournment thereof should you so wish and in such event, the forms of proxy shall be deemed to be revoked.

The circular together with the forms of proxy are also published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (www.cnbmltd.com).

References to time and dates in this circular are to Hong Kong time and dates.

* *For identification only*

31 March 2026

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In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

"AGM"	the forthcoming annual general meeting of the Company to be held at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the PRC on Wednesday, 29 April 2026 at 2:00 p.m.
"Articles of Association"	the articles of association of the Company
"Board"	the board of Directors of the Company
"Class Meetings"	the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting
"Company"	China National Building Material Company Limited* (中國建材股份有限公司), a joint stock limited company incorporated under the laws of the PRC whose H shares are listed on the Stock Exchange
"CSRC"	China Securities Regulatory Commission
"Director(s)"	the members of the Board of the Company
"Domestic Shares"	the ordinary shares with a nominal value of RMB1.00 each in the registered capital of the Company, which are subscribed for in RMB
"Domestic Shareholder(s)"	the registered holder(s) of the Domestic Shares
"Domestic Shareholders' Class Meeting"	the forthcoming class meeting for Domestic Shareholders to be held at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the PRC on Wednesday, 29 April 2026 at 3:00 p.m. (or immediately after the conclusion of the H Shareholders' Class Meeting)
"Group"	the Company and, except where the context otherwise requires, all its subsidiaries
"HKD", "HK$" or "Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"H Shares"	the overseas listed foreign shares with a nominal value of RMB1.00 each in the registered capital of the Company, which are listed on the Stock Exchange and subscribed for and traded in HKD
"H Shareholder(s)"	holder(s) of the H Shares

"H Shareholders' Class Meeting"	the forthcoming class meeting for H Shareholders to be held at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the PRC on Wednesday, 29 April 2026 at 2:30 p.m. (or immediately after the conclusion of the AGM)
"H Share Repurchase General Mandate"	a general mandate proposed to be granted to the Board at the AGM and the Class Meetings to repurchase the H Shares in issue
"Latest Practicable Date"	30 March 2026
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange as amended from time to time
"Parent"	China National Building Material Group Co., Ltd.* (中國建材集團有限公司)
"PRC"	the People's Republic of China. Geographical reference in this circular to the PRC excludes Hong Kong, the Macau Special Administrative Region and Taiwan
"RMB" or "Renminbi"	Renminbi yuan, the lawful currency of the PRC
"SAFE"	State Administration of Foreign Exchange of the PRC and its branches
"Shareholder(s)"	the shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supervisory Committee"	the supervisory committee of the Company
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time



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)

Executive Directors:
Mr. Zhou Yuxian *(Chairman)*
Mr. Wei Rushan *(President)*
Mr. Wang Bing
Ms. Miao Xiaoling

Non-executive Directors:
Mr. Wang Yumeng
Mr. Chen Shaolong

Independent non-executive Directors:
Mr. Sun Yanjun
Mr. Liu Jianwen
Mr. Zhou Fangsheng
Mr. Li Jun
Ms. Xia Xue

Registered office:
Tower 2 (Building B)
Guohai Plaza
No. 17 Fuxing Road
Haidian District, Beijing
The PRC

Place of business in Hong Kong:
40th Floor,
Dah Sing Financial Centre,
No. 248 Queen's Road East, Wanchai,
Hong Kong

31 March 2026

To the Shareholders

Dear Sirs or Madams,

(1) GENERAL MANDATE TO ISSUE SHARES
(2) GENERAL MANDATE TO REPURCHASE H SHARES
(3) PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS
(4) PROPOSED FINAL DIVIDEND DISTRIBUTION PLAN
(5) NOTICE OF THE AGM
(6) NOTICE OF THE H SHAREHOLDERS' CLASS MEETING AND
(7) NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

1. INTRODUCTION

The purpose of this circular is, among other things, to provide you with information in relation to the resolutions to be proposed at the AGM, the H Shareholders' Class Meeting and/or the Domestic

Shareholders' Class Meeting to enable you to make an informed decision on whether to vote for or against the resolutions proposed at the AGM, the H Shareholders' Class Meeting and/or the Domestic Shareholders' Class Meeting.

2. GENERAL MANDATE TO ISSUE SHARES

At the 2024 annual general meeting of the Company held on 25 April 2025, a general mandate was granted to the Board to issue shares. The general mandate will lapse at the conclusion of the AGM unless renewed.

Accordingly, in order to ensure flexibility and to give discretion to the Board in the event that it becomes desirable to issue any shares, a special resolution will be proposed at the AGM to renew the unconditional mandate to the Board that during the period as permitted under the general mandate, to separately or concurrently, allot, issue and deal with additional Domestic Shares and H Shares of the Company of not more than 20% of each of its Domestic Shares and H Shares of the Company in issue as at the date of the relevant resolution to be proposed and passed at the AGM, as well as to authorise the Board to make corresponding amendments to the Articles of Association so as to reflect the increase in registered share capital and changes to the shareholding structure of the Company upon any allotment and issuance of shares under the above general mandate.

As at the Latest Practicable Date, 7,593,021,358 shares of the Company, of which 3,876,624,162 shares were Domestic Shares and 3,716,397,196 shares were H Shares, were in issue. On the basis of the above-mentioned issued share capital and assuming no further shares are issued before the AGM, a maximum of 775,324,832 new Domestic Shares and 743,279,439 new H Shares may be issued respectively pursuant to the exercise of the general mandate.

3. GENERAL MANDATE TO REPURCHASE H SHARES

The PRC Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares except under any of the following circumstances: (a) in order to reduce the registered capital of the company; (b) merger with another company holding shares in the company; (c) the shares are used for employee stock ownership plan or equity incentives; (d) a shareholder requests the company to purchase the shares held by him/her since he/she objects to a resolution of the shareholders' meeting on the combination or division of the company; (e) the shares are used for converting convertible corporate bonds issued by the listed company; or (f) when it is necessary for the listed company to preserve its value and shareholders' rights and interests. The Articles of Association provides that the Company may, subject to procedures of its articles of association and approval of the relevant competent authorities of the PRC, repurchase its issued shares under the following circumstances: (a) cancellation of shares for the purpose of capital reduction; (b) merger with another company holding shares in the Company; (c) the shares are used for employee stock ownership plan or equity incentives; (d) a shareholder requests the Company to purchase the shares held by him/her since he/she objects to a resolution of the shareholders' meeting on the combination or division of the Company; (e) the shares are used for converting convertible corporate bonds issued by the Company; (f) when it is necessary for the Company to preserve its value and shareholders' rights and interests; or (g) other circumstances permitted by the laws and regulations.

The Listing Rules permits shareholders of a PRC joint stock limited company to grant a general mandate to its directors to repurchase H shares of such company that are listed on the Stock Exchange. According to the Articles of Association, such mandate is required to be given by way of a special resolution passed by shareholders at general meeting and special resolutions passed by holders of domestic shares and overseas listed foreign shares at separate class meetings.

As H Shares are traded on the Stock Exchange in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares shall, therefore, be paid in Hong Kong dollars, the payment of the repurchase price is subject to the approval of SAFE or entities authorised by it or filing in accordance with the requirements of regulatory authorities. Besides, the Company shall file with the CSRC (if required), seek approval of the Ministry of Commerce of the PRC (if required) and register the changes with company registration authorities after the Company has repurchased its H Shares.

In accordance with the requirements of Article 4.2 of the Articles of Association, the Company will have to notify its creditors within 10 days after the date of passing the resolution to reduce registered capital of the Company and also make at least three announcements in newspapers within 30 days after the passing of such resolution. A creditor shall have the right to demand the Company to settle its debts or provide a corresponding guarantee within 30 days of receiving such notice from the Company or, in the case of a creditor who has not received any notice, within 90 days of the date of the first announcement.

In order to provide more flexibility to the Directors to repurchase H Shares, a special resolution will be proposed at the AGM and the Class Meetings to grant to the Board the H Share Repurchase General Mandate.

Pursuant to the H Share Repurchase General Mandate, the H Shares which may be repurchased shall not exceed 10% of the total number of H Shares in issue as at the date of passing of the H Share Repurchase General Mandate resolution.

The H Share Repurchase General Mandate will be granted upon the special resolution for approving the granting of the H Share Repurchase General Mandate being passed at the AGM and the Class Meetings. The H Share Repurchase General Mandate, if approved, will lapse at the earliest of:

(i) the conclusion of the next annual general meeting of the Company following the passing of the H Share Repurchase General Mandate resolution at the AGM and the Class Meetings;

(ii) the expiration of the 12-month period following the passing of the H Share Repurchase General Mandate resolution at the AGM and the Class Meetings; or

(iii) the date on which the authority conferred to the Board by the H Share Repurchase General Mandate resolution is revoked or varied by a special resolution or ordinary resolution (as applicable) of Shareholders at a general meeting, and/or a special resolution of Shareholders at their respective class meeting (as applicable).

The obtaining of the H Share Repurchase General Mandate is in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of government and regulatory authorities of the PRC. The H Share Repurchase General Mandate resolution is set out as resolution 8 in the notice of AGM and resolution 1 in the notice of the H Shareholders' Class Meeting and the notice of the Domestic Shareholders' Class Meeting, respectively.

An explanatory statement containing information regarding the H Share Repurchase General Mandate is set out in Appendix I to this circular.

4. PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS

In order to provide the Company with an additional source of funding and reduce the cost of financing, the Company will propose a special resolution at the AGM to:

(i) authorise the Board to and the Board would in turn grant such authorisation to the chairman of the Board, the president or the chief financial officer of the Company to determine and handle matters in relation to the registration of debt financing instruments by the Company with an aggregate registration amount not exceeding RMB140 billion, and issue of debt financing instruments by the Company with an amount not exceeding RMB16.3 billion within the limit of registration and issue permitted by relevant laws and regulations as well as other regulatory documents (for debt financing instruments registered or issued in foreign currency, the amount shall be calculated by using the middle exchange rate announced by the People's Bank of China on the date of issue), with a maturity period of no more than 30 years, either under a single category with fixed term or a portfolio with different maturities. The Board and/or its authorised person(s) is authorised to determine the specific terms and size of issue of the debt financing instruments with different maturities, depending on the relevant requirements and market conditions. The debt financing instruments can be issued to the Shareholders by placing and the specific arrangement (including whether or not to proceed with placing, the proportion of the placing and so on) shall be determined by the Board and/or its authorised person(s) based on the market conditions and matters relating to the issuance. The proceeds are expected to be applied to satisfy the operational and production needs, adjust debt structure, repay the debt of the Company, increase liquidity and/or finance project investments, and the specific use of proceeds shall be determined by the Board and/or its authorised person(s) based on the capital requirements of the Company;

(ii) issue one or several types of debt financing instruments (including DFI mode issuance) in one or more tranche(s), including but not limited to debt financing instruments denominated in Renminbi or foreign currencies such as corporate bond, renewable corporate bond, exchangeable bond, convertible bond, green corporate bond, Belt and Road bond, innovation and entrepreneurship corporate bond, enterprise bond, renewable enterprise bond, four types of debt financing instruments (DFI mode) under unified registration (i.e. short-term commercial paper, super short-term commercial paper, medium-term notes and perpetual medium-term notes), asset securitisation products, supply chain financial asset securitisation, asset-backed notes and the Debt Financing Scheme of Beijing Financial Assets Exchange; and

(iii) authorise the Board and/or its authorised person(s) to determine and finalise the terms and conditions and all matters in relation to the proposed issue of debt financing instruments based on the needs of the Company and the market conditions, including but not limited to determining the terms and conditions of such debt financing instruments actually issued, such as the type, specific varieties, issue size, total amount, currency, interest rate, term, issuance targets, method of issuance, use of proceeds; apply to the relevant authorities for handling issues on approval, registration, filing and other procedures in connection with the issue; determine and deal with relevant issues in connection with the listing of such debt financing instruments which have already been issued; and produce, sign and disclose all necessary documents and handle other necessary matters.

The above mandate is valid from the date on which it is approved at the AGM to the end of the next annual general meeting of the Company. If the Board and/or its authorised person(s) has determined to carry out the issue within the effective period of this mandate, and the Company has obtained the approval, permission or registration of the issue from the relevant regulatory authorities during the effective period of the mandate, the Company is allowed to complete the issue so far as such approval, permission or registration remains valid.

5. PROPOSED FINAL DIVIDEND DISTRIBUTION PLAN

The Board recommends the distribution of a final dividend of RMB1,138,953,203.70 in total (tax inclusive) for the period from 1 January 2025 to 31 December 2025 (2024: RMB1,199,697,374.56 in total (tax inclusive)) for Shareholders whose names appear on the Company's register of members on Tuesday, 12 May 2026, representing RMB0.15 per share (tax inclusive) (2024: RMB0.158 per share (tax inclusive)) based on the issued shares of 7,593,021,358 shares as at the Latest Practicable Date. The final amount of the dividend per share will be determined based on the number of shares of the Company in issue as at Tuesday, 12 May 2026.

According to the Articles of Association, dividends will be denominated and declared in Renminbi. Dividends on Domestic Shares will be paid in Renminbi and dividends on H Shares will be paid in Hong Kong dollars (except for the holders of H Shares who became Shareholders through the Shanghai-Hong Kong Stock Exchanges Connectivity Mechanism (the "**Shanghai-Hong Kong Stock Connect**") as well as the Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (the "**Shenzhen-Hong Kong Stock Connect**"), whose dividend will be paid in RMB). The pre-tax dividend in Hong Kong dollars on H Share will be determined by applying the relevant exchange rate to the pre-tax dividend per share of RMB0.15 and rounding the result to the nearest HK$0.0001. The relevant exchange rate will be the average middle exchange rate of Renminbi to Hong Kong dollars as announced by the People's Bank of China for the week prior to the date of declaration of dividends by the AGM.

The proposed final dividend is subject to approval at the AGM.

6. AGM AND THE CLASS MEETINGS

The AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are to be held at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the PRC on Wednesday, 29 April 2026 at 2:00 p.m., 2:30 p.m. (or immediately after the conclusion of the AGM) and 3:00 p.m. (or immediately after the conclusion of the H Shareholders' Class Meeting), respectively. The forms of proxy for use at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are enclosed with this circular. The notice of AGM, the notice of the H Shareholders' Class Meeting and the notice of the Domestic Shareholders' Class Meeting are set out on pages 16 to 28 of this circular.

Whether or not you are able to attend the AGM, the H Shareholders' Class Meeting and/or the Domestic Shareholders' Class Meeting, please complete and return the enclosed forms of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting (as for the AGM, not later than 2:00 p.m. on Tuesday, 28 April 2026, as for the H Shareholders' Class Meeting, not later than 2:30 p.m. on Tuesday, 28 April 2026, as for the Domestic Shareholders' Class Meeting, not later than 3:00 p.m. on Tuesday, 28 April 2026) or any adjournment thereof (as the case may be).

7. RECOMMENDATIONS

The Board believes the all the resolutions proposed for consideration and approval as set out in this circular are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions set out in the notice of AGM, the notice of the H Shareholders' Class Meeting and the notice of the Domestic Shareholders' Class Meeting.

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution put to vote at the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting in accordance with the Articles of Association. An announcement on the poll results will be made by the Company after the AGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

9. WITHHOLDING OF ENTERPRISE INCOME TAX ON DIVIDENDS

In accordance with tax law and relevant requirements under taxation regulatory institutions of the PRC, the Company is required to withhold 10% enterprise income tax when it distributes the final dividend for the period from 1 January 2025 to 31 December 2025 (the "**2025 Final Dividend**") to holders of all non-resident enterprise Shareholders (including HKSCC Nominees Limited, other

nominees, trustees or other entities and organizations, who will be deemed as non-resident enterprise Shareholders) whose names appear on the H Share register of members of the Company on Tuesday, 12 May 2026.

Pursuant to the "Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong stock exchanges connectivity mechanism" (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Cai Shui [2014] No. 81) (the "**Shanghai-Hong Kong Stock Connect Tax Policy**") and the "Notice on the Relevant Tax Policies for the Pilot Program of the Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets" (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Cai Shui [2016] No. 127) (the "**Shenzhen-Hong Kong Stock Connect Tax Policy**") jointly issued by the Ministry of Finance of the PRC, the State Administration of Taxation and China Securities Regulatory Commission, the dividends derived from the investment by a domestic corporate investor in stocks listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect will be included in its total income and subject to enterprise income tax according to the law. In particular, dividends received by resident enterprises in the Mainland which hold H share for at least 12 consecutive months shall be exempted from enterprise income tax according to the law. In respect of the dividends received by domestic corporate investors, H share companies listed on the Stock Exchange will not withhold relevant tax for such corporate investors. The tax payable shall be reported and paid by the enterprises themselves.

As such, when distributing the 2025 Final Dividend to the domestic corporate investors as the holders of H Shares whose names appear on the H Share register of members of the Company on Tuesday, 12 May 2026 provided by China Securities Depository and Clearing Corporation Limited ("**China Clearing**"), the Company shall not withhold tax on dividend for the domestic corporate investors. The tax payable shall be reported and paid by the enterprises themselves.

10. WITHHOLDING OF INDIVIDUAL INCOME TAX ON DIVIDENDS

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Shanghai-Hong Kong Stock Connect Tax Policy, the Shenzhen-Hong Kong Stock Connect Tax Policy and other relevant laws and regulations and based on the Company's consultation with the relevant PRC tax authorities, the Company is required to withhold and pay 20% individual income tax for the Company's individual H Shareholders whose names appear on the H Share register of members of the Company (the "**Individual H Shareholders**").

Pursuant to the Shanghai-Hong Kong Stock Connect Tax Policy and the Shenzhen-Hong Kong Stock Connect Tax Policy, for dividends received by domestic individual investors from the investment in H Shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen Hong Kong Stock Connect, the H share companies listed on the Stock Exchange shall withhold and pay individual income tax at a rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from the investment in shares listed on the Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the income tax payable shall follow the same requirements in respect of domestic individual investors.

As such, when distributing the 2025 Final Dividend to the domestic Individual H Shareholders (including domestic securities investment funds) whose names appear on the H Share register of members of the Company on Tuesday, 12 May 2026 provided by China Clearing, the Company shall withhold and pay individual income tax in accordance with the requirements mentioned above on behalf of the investors.

Pursuant to the Notice on Matters concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 (《關於國税發[1993]045號文件廢止後有關個人所得税徵管問題的通知》) issued by the State Administration of Taxation and the letter titled "Tax arrangements on dividends paid to Hong Kong residents by Mainland companies" issued by the Stock Exchange, the overseas resident individual shareholders who hold the shares issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax treaties between the countries where they reside and China and the tax arrangements between China mainland and Hong Kong (Macau). The Company will identify the country of domicile of Individual H Shareholders according to their registered address on the H Share register of members of the Company on Tuesday, 12 May 2026 (the "**Registered Address**"). The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the Individual H Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the Individual H Shareholders or any disputes over the withholding mechanism or arrangements. Details of arrangements are as follows:

(1) for Individual H Shareholders who are Hong Kong or Macau residents and those whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the Individual H Shareholders.

(2) for Individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the relevant shareholder shall proactively submit to the Company the information required under the "Administrative Measures on Preferential Treatment Entitled by Non-resident Taxpayers under Treaties" (Circular of State Taxation Administration No. 35 of 2019) (《非居民納税人享受協定待遇管理辦法》國家税務總局公告2019年第35號) (the "**Measures on Tax Treaties**") on or before Wednesday, 13 May 2026, requesting for enjoying the preferential treatment under the treaties and keeping the relevant information for record and further review. If the information submitted is complete, the Company will withhold and pay individual income tax pursuant to the relevant provisions in tax laws of the PRC and the tax treaties. If the relevant Individual H Shareholder does not provide the information or the information submitted is incomplete, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the Individual H Shareholders.

(3) for Individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will finally withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty.

(4) for Individual H Shareholders whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or a country which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will finally withhold and pay individual income tax at the rate of 20% on behalf of the Individual H Shareholders.

If the domicile of an Individual H Shareholder is not the same as the registered address or if the Individual H Shareholder would like to apply for a refund of the additional amount of tax finally withheld and paid, the Individual H Shareholder shall notify and provide relevant supporting documents to the Company on or before Wednesday, 13 May 2026. Upon examination of the supporting documents by the relevant tax authorities, the Company will follow the guidance given by the tax authorities to implement relevant tax withholding and paying provisions and arrangements. Individual H Shareholders may either personally or appoint a representative to attend to the procedures in accordance with the requirements under the Measures on Tax Treaties if they do not provide the relevant supporting documents to the Company within the time period stated above.

Shareholders are recommended to consult their tax advisers regarding PRC, Hong Kong and other tax implications arising from their holding and disposal of H Shares.

11. GENERAL INFORMATION

Holders of the H Shares whose names appear on the register of members of H Shares maintained by Tricor Investor Services Limited, holders of Domestic Shares whose names appear on the register of members of Domestic Shares maintained by the Company on Wednesday, 29 April 2026 are eligible to attend the AGM, and holders of the corresponding class shares are eligible to attend the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, respectively.

By order of the Board
China National Building Material Company Limited*
Zhou Yuxian
Chairman of the Board

In accordance with the Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolutions to be proposed at the AGM and the Class Meetings for the granting of the H Share Repurchase General Mandate to the Board.

H SHARE REPURCHASE GENERAL MANDATE

Reasons for Repurchasing H Shares

The Board considers that the repurchase of the H Shares would be beneficial to and in the best interests of the Company and its Shareholders as a whole. It can strengthen the investors' confidence in the Company and promote a positive effect on maintaining the Company's reputation in the capital market. Such repurchases will only be made when the Board believes that such repurchases will benefit the Company and its Shareholder as a whole.

Registered Capital

As at the Latest Practicable Date, the registered capital of the Company was RMB7,593,021,358, comprising 3,716,397,196 H Shares with a nominal value of RMB1.00 each and 3,876,624,162 Domestic Shares with a nominal value of RMB1.00 each.

Exercise of the H Share Repurchase General Mandate

Subject to the passing of the special resolution 8 as set out in the notice of AGM and the special resolution 1 as set out in the notice of the H Shareholders' Class Meeting and the notice of the Domestic Shareholders' Class Meeting, respectively, the Board will be granted the H Share Repurchase General Mandate until the earliest of:

(i) the conclusion of the next annual general meeting of the Company following the passing of the H Share Repurchase General Mandate resolution at the AGM and the Class Meetings;

(ii) the expiration of the 12-month period following the passing of the H Share Repurchase General Mandate resolution at the AGM and the Class Meetings; or

(iii) the date on which the authority conferred to the Board by the H Share Repurchase General Mandate resolution is revoked or varied by a special resolution or ordinary resolution (as applicable) of Shareholders at a general meeting, and/or a special resolution of Shareholders at their respective class meeting (as applicable).

(hereinafter referred to as the "**Relevant Period**").

The exercise of the H Share Repurchase General Mandate is subject to relevant approval of and/or filings with the relevant regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out.

If the H Share Repurchase General Mandate is exercised in full (on the basis that there are 3,716,397,196 H Shares in issue as at the Latest Practicable Date and no further H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM and the Class Meetings), it would result in a maximum of 371,639,719 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolutions.

Funding of Repurchases

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company is empowered by its Articles of Association to repurchase its H Shares. Any repurchases by the Company may only be made out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose. Under the Articles of Association, H Shares so repurchased should be cancelled and the Company's registered capital should be reduced by amount equivalent to the aggregate nominal value of the H Shares so cancelled. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

IMPACT ON WORKING CAPITAL

The Directors consider that there would not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the H Share Repurchase General Mandate is exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the latest published audited accounts of the Company for the year ended 31 December 2025). However, the Directors do not propose to exercise the H Share Repurchase General Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Board at the relevant time having regard to the circumstances then prevailing, in the best interests of the Company.

STATUS OF REPURCHASED H SHARE

According to the Articles of Association of the Company, H Shares repurchased by the Company shall be cancelled in accordance with Article 4.6 and where H Shares are repurchased for the purpose of capital reduction, the Company shall apply to the original company registration authority for registration of the change of its registered share capital. The registered capital of the Company shall be reduced by the aggregate nominal value of the shares cancelled.

EXERCISE OF POWER

The Directors have confirmed that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases under the H Share Repurchase General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

H SHARES PRICES

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$ per share	*HK$ per share*
2025		
March	4.370	3.860
April	4.280	3.660
May	3.900	3.400
June	3.840	3.360
July	5.220	3.750
August	6.020	4.550
September	5.780	4.980
October	6.160	5.410
November	5.780	5.140
December	5.370	4.610
2026		
January	5.900	4.750
February	7.260	4.930
March (up to the Latest Practicable Date)	7.050	4.740

H SHARES REPURCHASED BY THE COMPANY

No repurchase of H Shares has been made (whether on the Stock Exchange or otherwise) by the Company within six months preceding the Latest Practicable Date.

EFFECT OF THE TAKEOVERS CODE

If as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the interest in the voting rights of the Company, could obtain or consolidate control of the Company or further become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Parent, whose interest in the Company are notifiable under Part XV of the Securities and Futures Ordinance, had a direct and indirect equity interest of approximately 50.01% in aggregate in the Company's total registered capital. In the event that the H Share Repurchase General Mandate is exercised in full and on the basis that no further Shares are issued or repurchased prior to such full exercise, the total interests of the Parent in the total voting rights of the Company would be increased to approximately 52.58%. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code by the Parent or any person acting in

concert with the Parent. The Board is not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any repurchases to be made under the H Share Repurchase General Mandate. The Directors have no present intention to exercise the H Share Repurchase General Mandate to an extent which may result in any possible mandatory offer being made under the Takeovers Code. In addition, the Directors do not have any intention to exercise the proposed H Share Repurchase General Mandate to the effect that it will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) presently intends to sell H Shares to the Company under the H Share Repurchase General Mandate in the event that the H Share Repurchase General Mandate is approved by the Shareholders and the conditions (if any) to which the H Share Repurchase General Mandate are fulfilled.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the H Share Repurchase General Mandate is approved by its Shareholders and the conditions (if any) to which the H Share Repurchase General Mandate are fulfilled.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the H Share Repurchase General Mandate has unusual features.

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)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of China National Building Material Company Limited* (the "**Company**") will be held at 2:00 p.m. on Wednesday, 29 April 2026 at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the People's Republic of China (the "**PRC**") for the purposes of considering and, if thought fit, passing the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular dated 31 March 2026 issued by the Company (the "**Circular**").

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the Board for the year ended 31 December 2025.

2. To consider and approve the report of the Supervisory Committee for the year ended 31 December 2025.

3. To consider and approve the report of the auditors and audited financial statements of the Company for the year ended 31 December 2025.

4. To consider and approve the profit distribution plan and the final dividend distribution plan of the Company for the year ended 31 December 2025 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 2026 in its absolute discretion (including, but not limited to, determining whether to distribute interim dividend for the year 2026).

6. To consider and approve the appointment of Moore CPA Limited as the international auditor of the Company for the year 2026 and Da Hua Certified Public Accountants (Special General Partnership) as the domestic auditor of the Company for the year 2026, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine their remuneration.

AS SPECIAL RESOLUTIONS

7. For the purpose of increasing the flexibility and efficiency in operation of the Company, to give a general mandate to the Board to allot, issue and deal with additional Domestic Shares of which the number does not exceed 20% of the number of Domestic Shares in issue and additional H Shares of which the number does not exceed 20% of the number of H Shares in issue as at the date of 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:

"**THAT**

(A) (a) subject to paragraph (c) below and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC, the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and H Shares and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

(c) each of the aggregate number of Domestic Shares and H Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the aggregate number of the issued Domestic Shares and H Shares in issue as at the date of passing this resolution, other than pursuant to (i) a Rights Issue or (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or

(iii) the revocation or variation of the authority given under this resolution by a special resolution or ordinary resolution (as applicable) of the Company at a general meeting.

"**Rights Issue**" means an offer of shares open for a period fixed by the directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or the requirements, of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

(B) the Board is authorised 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 as provided in sub-paragraph (a) of paragraph (A) of this resolution."

8. To consider and approve the granting of a general mandate to the Board to repurchase H Shares, during the Relevant Period (as defined in paragraph (c) below):

"**THAT**

(a) by reference to market conditions and in accordance with needs of the Company, repurchase the H Shares not exceeding 10% of the total number of H Shares in issue as at the date when this resolution is passed;

(b) the Board be authorised to (including but not limited to the following):

(i) determine detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, timing of repurchase and period of repurchase, etc.;

(ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas (if needed); and

(iii) carry out cancellation procedures for repurchased shares, reduce registered capital of the Company in order to reflect the amount of shares repurchased in accordance with the authorisation received by the Board under paragraph (a) of this special resolution and make corresponding amendments to the Articles of Association as it thought fit and necessary in order to reflect the reduction of the registered capital of the Company and carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with paragraph (a) of this resolution.

(c) For the purposes of this special resolution, "**Relevant Period**" means the period from the passing of this special resolution until the earliest of:

(i) the conclusion of the next annual general meeting of the Company following the passing of the H Share Repurchase General Mandate resolution at the AGM and the Class Meetings;

(ii) the expiration of the 12-month period following the passing of the H Share Repurchase General Mandate resolution at the AGM and the Class Meetings; or

(iii) the date on which the authority conferred to the Board by the H Share Repurchase General Mandate is revoked or varied by a special resolution or ordinary resolution (as applicable) of Shareholders at a general meeting, and/or a special resolution of Shareholders at their respective class meeting (as applicable)."

9. To consider and approve:

"**THAT**

the general mandate granted to the Board to allot, issue and deal with Shares pursuant to the resolution set out in resolution 7 above be and is hereby extended by the addition thereto of such number of H Shares representing the aggregate number of H Shares repurchased by the Company pursuant to the authority granted by resolution 8 above, provided that such number shall not exceed 10% of the aggregate number of H Shares in issue as at the date of the passing of resolution 8."

10. 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:

"**THAT**

(A) from the date on which a special resolution is approved to the end of the next annual general meeting of the Company to (i) authorise the Board to and the Board would in turn grant such authorisation to the chairman of the Board, the president or the chief financial officer of the Company to, within the limit of registration and issue permitted by relevant laws and regulations as well as other regulatory documents, determine and handle matters in relation to the registration of debt financing instruments by the Company with an aggregate registration amount not exceeding RMB140 billion and issue of debt financing instruments by the Company in an amount of RMB16.3 billion or less (for debt financing instruments registered or issued in foreign currency, the amount shall be calculated by using the middle exchange rate announced by the People's Bank of China on the date of issue); (ii) issue debt financing instruments (including DFI mode issuance) in one or more tranche(s), including but not limited to debt financing instruments denominated in Renminbi or foreign currencies such as corporate bond, renewable corporate bond, exchangeable bond, convertible bond, green corporate bond,

Belt and Road bond, innovation and entrepreneurship corporate bond, enterprise bond, renewable enterprise bond, four types of debt financing instruments (DFI mode) under unified registration (i.e. short-term commercial paper, super short-term commercial paper, medium-term notes and perpetual medium-term notes), asset securitisation products, asset-backed notes and the Debt Financing Scheme of the Beijing Financial Assets Exchange; and

(B) to authorise the Board and/or its authorised persons, to determine and finalise the terms and conditions and all matters in relation to the issue of debt financing instruments based on the needs of the Company and the market conditions, including but not limited to determining the terms and conditions of such debt financing instruments actually issued, such as the type, specific varieties, issue size, total amount, currency, interest rate, term, issuance targets, method of issuance, use of proceeds; apply to the relevant authorities for handling issues on approval, registration, filing and other procedures in connection with the issue; determine and deal with relevant issues in connection with the listing of such debt financing instruments which have already been issued; produce, sign and disclose all necessary documents and handle all other necessary matters; and (unless shareholders' approval is required under relevant law and regulations or the Articles of Association) implement corresponding adjustments to matters such as the specific proposal regarding any issuance of debt financing instruments in accordance with comments from regulatory authorities or prevailing market conditions.

The mandate in paragraph (A) and (B) above is valid from the date on which it is approved at the AGM to the end of the next annual general meeting of the Company. If the Board and/or its authorised person(s) has determined to carry out the issue within the effective period of this mandate, and the Company has obtained the approval, permission or registration of the issue from the relevant regulatory authorities during the effective period of the mandate, the Company is allowed to complete the issue so far as such approval, permission or registration remains valid."

By order of the Board
China National Building Material Company Limited*
Zhou Yuxian
Chairman of the Board

Beijing, the PRC
31 March 2026

As at the date of this notice, 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 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.

Notes:

(1) All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. The chairman of the meeting will therefore demand a poll for every resolution put to vote at the AGM in accordance with the Articles of Association. An announcement on the poll results will be made by the

Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

(2) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 24 April 2026 to Wednesday, 29 April 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, holders of the H Shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited for registration not later than 4:30 p.m. on Thursday, 23 April 2026. The record date for entitlement to AGM will be Wednesday, 29 April 2026.

(3) For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 6 May 2026 to Tuesday, 12 May 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, holders of the H Shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited for registration not later than 4:30 p.m. on Tuesday, 5 May 2026. The final dividend is expected to be paid on or before Tuesday, 30 June 2026 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 12 May 2026.

(4) 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. Where a Shareholder appoints more than one proxy, his proxies can only vote on a poll.

(5) The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised. If the Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of a Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.

(6) In order to be valid, the 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 for holders of the Domestic Shares, and at the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, for holders of the H Shares not less than 24 hours before the time appointed for the AGM (i.e. not later than 2:00 p.m. on Tuesday, 28 April 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.

(7) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the AGM.

(8) 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

(9) 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 8220
Facsimile No.: (+86) 10 6813 8388

(10) 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 this notice, to attend and exercise all the voting powers attached to such share at the AGM, and this notice shall be deemed to be given to all joint holders of such share.

(11) The AGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce identity documents.

(12) References to time and dates in this notice are to Hong Kong time and dates.

* *For identification purpose only*

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)

NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the class meeting for the H Shareholders (the "**H Shareholders' Class Meeting**") of China National Building Material Company Limited* (the "**Company**") will be held at 2:30 p.m. (or immediately after the conclusion of the AGM) on Wednesday, 29 April 2026 at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the People's Republic of China (the "**PRC**") for the purposes of considering and, if thought fit, passing the following resolution. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular dated 31 March 2026 issued by the Company (the "**Circular**").

AS SPECIAL RESOLUTION

1. To consider and approve the granting of a general mandate to the Board to repurchase H Shares, during the Relevant Period (as defined in paragraph (c) below):

"**THAT**

(a) by reference to market conditions and in accordance with needs of the Company, repurchase the H Shares not exceeding 10% of the total number of H Shares in issue as at the date when this resolution is passed;

(b) the Board be authorised to (including but not limited to the following):

(i) determine detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, timing of repurchase and period of repurchase, etc.;

(ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas (if needed); and

(iii) carry out cancellation procedures for repurchased shares, reduce registered capital of the Company in order to reflect the amount of shares repurchased in accordance with the authorisation received by the Board under paragraph (a) of this special resolution and make corresponding amendments to the Articles of Association as it thought fit and necessary in order to reflect the reduction of the registered capital of the Company and carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with paragraph (a) of this special resolution.

(c) For the purposes of this special resolution, "**Relevant Period**" means the period from the passing of this special resolution until the earliest of:

(i) the conclusion of the next annual general meeting of the Company following the passing of the H Share Repurchase General Mandate resolution at the AGM and the Class Meetings;

(ii) the expiration of the 12-month period following the passing of the H Share Repurchase General Mandate resolution at the AGM and the Class Meetings; or

(iii) the date on which the authority conferred to the Board by the H Share Repurchase General Mandate is revoked or varied by a special resolution or ordinary resolution (as applicable) of Shareholders at a general meeting, and/or a special resolution of Shareholders at their respective class meeting (as applicable)."

By order of the Board
China National Building Material Company Limited*
Zhou Yuxian
Chairman of the Board

Beijing, the PRC
31 March 2026

As at the date of this notice, 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 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.

Notes:

(1) All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. The chairman of the meeting will therefore demand a poll for every resolution put to vote at the H Shareholders' Class Meeting in accordance with the Articles of Association. An announcement on the poll results will be made by the Company after the H Shareholders' Class Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

(2) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 24 April 2026 to Wednesday, 29 April 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the H Shareholders' Class Meeting, holders of the H Shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited for registration not later than 4:30 p.m. on Thursday, 23 April 2026. The record date for entitlement to the H shareholders' class meeting will be Wednesday, 29 April 2026.

(3) An H Shareholder entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a H Shareholder of the Company. Where an H Shareholder appoints more than one proxy, his proxies can only vote on a poll.

(4) The instrument appointing a proxy must be in writing under the hand of an H Shareholder or his attorney duly authorised. If the H Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of an H Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.

(5) In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited not less than 24 hours before the time appointed for the H Shareholders' Class Meeting (i.e. not later than 2:30 p.m. on Tuesday, 28 April 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the H Shareholders' Class Meeting or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.

(6) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the H Shareholders' Class Meeting.

(7) 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

(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 this notice, to attend and exercise all the voting powers attached to such share at the H Shareholders' Class Meeting, and this notice shall be deemed to be given to all joint holders of such share.

(9) The H Shareholders' Class Meeting is expected to be concluded within half a day. H Shareholders (in person or by proxy) attending the H Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses. H Shareholders or their proxies attending the H Shareholders' Class Meeting shall produce identity documents.

(10) References to time and dates in this notice are to Hong Kong time and dates.

• *For identification purpose only*

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)

NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the class meeting for the Domestic Shareholders (the "**Domestic Shareholders' Class Meeting**") of China National Building Material Company Limited* (the "**Company**") will be held at 3:00 p.m. (or immediately after the conclusion of the H Shareholders' Class Meeting) on Wednesday, 29 April 2026 at Tower 2, Guohai Plaza, No. 17 Fuxing Road, Haidian District, Beijing, the People's Republic of China (the "**PRC**") for the purposes of considering and, if thought fit, passing the following resolution. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular dated 31 March 2026 issued by the Company (the "**Circular**").

AS SPECIAL RESOLUTION

1. To consider and approve the granting of a general mandate to the Board to repurchase H Shares, during the Relevant Period (as defined in paragraph (c) below):

"**THAT**

(a) by reference to market conditions and in accordance with needs of the Company, repurchase the H Shares not exceeding 10% of the total number of H Shares in issue as at the date when this resolution is passed;

(b) the Board be authorised to (including but not limited to the following):

(i) determine detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, timing of repurchase and period of repurchase, etc.;

(ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas (if needed); and

(iii) carry out cancellation procedures for repurchased shares, reduce registered capital of the Company in order to reflect the amount of shares repurchased in accordance with the authorisation received by the Board under paragraph (a) of this special resolution and

make corresponding amendments to the Articles of Association as it thought fit and necessary in order to reflect the reduction of the registered capital of the Company and carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with paragraph (a) of this special resolution.

(c) For the purposes of this special resolution, "**Relevant Period**" means the period from the passing of this special resolution until the earliest of:

(i) the conclusion of the next annual general meeting of the Company following the passing of the H Share Repurchase General Mandate resolution at the AGM and the Class Meetings;

(ii) the expiration of the 12-month period following the passing of the H Share Repurchase General Mandate resolution at the AGM and the Class Meetings; or

(iii) the date on which the authority conferred to the Board by the H Share Repurchase General Mandate is revoked or varied by a special resolution or ordinary resolution (as applicable) of Shareholders at a general meeting, and/or a special resolution of Shareholders at their respective class meeting (as applicable)."

By order of the Board
China National Building Material Company Limited*
Zhou Yuxian
Chairman of the Board

Beijing, the PRC
31 March 2026

As at the date of this notice, 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 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.

Notes:

(1) All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. The chairman of the meeting will therefore demand a poll for every resolution put to vote at the Domestic Shareholders' Class Meeting in accordance with the Articles of Association. An announcement on the poll results will be made by the Company after the Domestic Shareholders' Class Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

(2) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 24 April 2026 to Wednesday, 29 April 2026, both dates inclusive, during which period no transfer of shares will be registered. Holders of the Domestic Shares whose names appear on the register of members of the Company on Wednesday, 29 April 2026 are entitled to attend the Domestic Shareholders' Class Meeting.

(3) A Shareholder of Domestic Shares entitled to attend and vote at the Domestic Shareholders' Class Meeting may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder of Domestic Shares of the Company. Where a Shareholder of Domestic Shares appoints more than one proxy, his proxies can only vote on a poll.

(4) The instrument appointing a proxy must be in writing under the hand of a Shareholder of Domestic Shares or his attorney duly authorised. If the Shareholder of Domestic Shares is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of a Shareholder of Domestic Shares, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.

(5) In order to be valid, the 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 not less than 24 hours before the time appointed for the Domestic Shareholders' Class Meeting (i.e. not later than 3:00 p.m. on Tuesday, 28 April 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Domestic Shareholders' Class Meeting or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.

(6) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the Domestic Shareholders' Class Meeting.

(7) 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 8220
Facsimile No.: (+86) 10 6813 8388

(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 this notice, to attend and exercise all the voting powers attached to such share at the Domestic Shareholders' Class Meeting, and this notice shall be deemed to be given to all joint holders of such share.

(9) The Domestic Shareholders' Class Meeting is expected to be concluded within half a day. Shareholders of Domestic Shares (in person or by proxy) attending the Domestic Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses. Shareholders of Domestic Shares or their proxies attending the Domestic Shareholders' Class Meeting shall produce identity documents.

(10) References to time and dates in this notice are to Hong Kong time and dates.

* *For identification purpose only*