



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)

## REVISED FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 19 DECEMBER 2022 (Note 1)

I/We (Note 2) \_\_\_\_\_ of \_\_\_\_\_

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

as my/our proxy(ies) to attend and act for me/us at the extraordinary general meeting (“EGM”) 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, 19 December 2022 at 2:00 p.m. (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions (the “Resolutions”) as set out in the notice convening the EGM dated 25 November 2022 (the “Original Notice”) and the supplemental notice of the EGM dated 5 December 2022 (the “Supplemental Notice”), and at the EGM (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 25 November 2022 issued by the Company (the “Circular”) and the Supplemental Notice.

| Ordinary Resolutions |  | For (Note 6) | Against (Note 6) |
|----------------------|--|--------------|------------------|
| 1.                   | To consider and approve the appointment of Mr. Liu Yan as an 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. Liu Yan, as set out in the Circular.   |              |                  |
| 2.                   | To consider and approve the transactions contemplated under the master agreement on mutual provision of products and services dated 28 October 2022 (the “Master Agreement on Mutual Provision of Products and Services”) entered into between the Company and China National Building Material Group Co., Ltd.* (the “Parent”) and the annual caps of such transactions and all other matters of and incidental thereto or in connection therewith.   |              |                  |
| 3.                   | To consider and approve the transactions of procurement of engineering services from the Parent and its subsidiaries (excluding the Company and its subsidiaries, but including the connected subsidiaries of the Company) (the “Parent Group”) under the master agreement on mutual provision of engineering services dated 28 October 2022 (the “Master Agreement on Mutual Provision of Engineering Services”) entered into between the Company and the Parent and the annual caps of such transactions and all other matters of and incidental thereto or in connection therewith. |              |                  |
| 4.                   | To consider and approve the deposit services transactions under the financial services framework agreement dated 28 October 2022 (the “Financial Services Framework Agreement”) entered into between the Company and China National Building Material Group Finance Co., Ltd. (the “Finance Company”) and the caps of such transactions and all other matters of and incidental thereto or in connection therewith.  |              |                  |

\* For identification only

| Ordinary Resolutions |   | For <sup>(Note 6)</sup> | Against <sup>(Note 6)</sup> |
|----------------------|---|-------------------------|-----------------------------|
| 5.                   | To consider and approve the loan transactions under the loan framework agreement dated 28 October 2022 (the “ <b>Loan Framework Agreement</b> ”) entered into between Xinjiang Tianshan Cement Co., Ltd.* and CNBM Chizhou New Materials Co., Ltd.* and the caps of such transactions and all other matters of and incidental thereto or in connection therewith. |                         |                             |
| 6.                   | To consider and approve the appointment of Mr. Wei Rushan as an 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. Wei Rushan, as set out in the Appendix I.        |                         |                             |
| 7.                   | To consider and approve the appointment of Mr. Qu Xiaoli as a supervisor of the Company.  |                         |                             |
| Special Resolution   |   | For <sup>(Note 6)</sup> | Against <sup>(Note 6)</sup> |
| 8.                   | To consider and approve the amendments to the Articles of Association as set out in the Circular.   |                         |                             |

Date: \_\_\_\_\_ 2022 Signature(s) <sup>(Note 7)</sup>: \_\_\_\_\_

**Notes:**

- IMPORTANT: You should first review the Circular of the Company dated 25 November 2022 and the Supplemental Notice of the Company dated 5 December 2022 before appointing the proxy.**
- Please insert the full name(s) (in Chinese or English) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
- Please strike out the type of shares (Domestic Shares or H Shares) to which this Revised Form of Proxy does not relate.
- Please insert the number of shares to which this Revised Form of Proxy relates. If no number is inserted, this Revised Form of Proxy will be deemed to relate to all shares registered in your name(s).
- 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 EGM 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 EGM in person to represent you. **ANY ALTERATION MADE TO THIS REVISED FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- 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 EGM other than those referred to in the Original Notice and Supplemental Notice.
- This Revised 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 Revised 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.
- 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 EGM, to attend and exercise all the voting powers attached to such share at the EGM.
- In order to be valid, this Revised 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 EGM (i.e. not later than 2:00 p.m. on Sunday, 18 December 2022) or any adjournment thereof (as the case may be).
- 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
- 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
- A shareholder or his/her/its proxy should produce proof of identity when attending the EGM. If a corporate shareholder appoints its legal representative to attend the EGM, 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 EGM.
- References to time and dates in this Revised Form of Proxy are to Hong Kong time and dates.
- IMPORTANT REMINDERS:**
  - A Shareholder who has not yet lodged the First Form of Proxy** in accordance with the instructions printed thereon is requested to lodge the Revised Form of Proxy if he or she wishes to appoint proxies to attend the EGM on his or her behalf. In this case, the First Form of Proxy should not be lodged.
  - A Shareholder who has already lodged the First Form of Proxy** in accordance with the instructions printed thereon should note that:
    - If no Revised Form of Proxy is lodged in accordance with the instructions printed thereon, the First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the First Form of Proxy will be entitled to vote in accordance with the instructions previously given by the shareholder under the First Form of Proxy or at his/her discretion (if no such instructions are given) on any resolution properly put to the EGM, including the additional resolutions as set out in the Supplemental Notice.
    - If the Revised Form of Proxy is lodged in accordance with the instructions printed thereon not less than 24 hours before the time appointed to hold the EGM (i.e. not later than 2:00 p.m. on Sunday, 18 December 2022) or any adjourned meeting (the “**Closing Time**”) and is duly completed, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the shareholder, and the First Form of Proxy will be deemed revoked.
    - If the Revised Form of Proxy is lodged after the Closing Time or is not duly completed, the Revised Form of Proxy will be invalid and will not revoke the First Form of Proxy. The First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the First Form of Proxy will be entitled to vote in accordance with the instructions previously given by the shareholder under the First Form of Proxy or at his/her discretion (if no such instructions are given) on any resolution properly put to the EGM, including the additional resolutions as set out in the Supplemental Notice.

## 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 EGM 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.