
LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Set out below is the text of the letter of recommendation from the Independent Board Committee in respect of the Offer and the Whitewash Waiver.



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)

27 January 2025

To the Independent Shareholders,

Dear Sir or Madam,

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

We have been appointed as members of the Independent Board Committee to advise you in respect of the Offer and the Whitewash Waiver, details of which are set out in the “Letter from the Board” in the document of the Company dated 27 January 2025 (the “**Offer Document**”), of which this letter forms part. Gram Capital has been appointed with our approval as the independent financial adviser to advise us in relation to the Offer and the Whitewash Waiver. Capitalised terms used in this letter shall have the same meanings as defined in the Offer Document unless the context requires otherwise.

Your attention is drawn to the “Letter from Morgan Stanley” as set out on pages 23 to 33 of the Offer Document and Appendix I to the Offer Document containing the principal terms of the Offer, and the “Letter from Gram Capital” as set out on pages 36 to 59 of the Offer Document, which contains its advice and recommendation to us in respect of the Offer and the Whitewash Waiver, as well as the principal factors and reasons for its advice and recommendation.

Having considered the factors and reasons considered by, and the opinion of, Gram Capital as stated in the aforementioned letter of advice, we are of the opinion that the terms of the Offer and the Whitewash Waiver are fair and reasonable so far as the Independent Shareholders are concerned and that the Offer and the

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granting of the Whitewash Waiver, which is one of the Conditions, are in the interests of the Company and the Shareholders as a whole. We therefore recommend the Independent Shareholders to vote in favour of the resolutions to approve the Offer and the Whitewash Waiver at the EGM.

We also concur with the advice of Gram Capital and recommend the Qualifying Shareholders to accept the Offer. Notwithstanding our recommendations, the Qualifying Shareholders are advised to monitor the market price of the H Shares carefully during the Offer Period. If any Qualifying Shareholder is able to identify any opportunity to sell his/her/its H Shares in the open market where the net proceeds from such sale will exceed the net proceeds by accepting the Offer, such Qualifying Shareholder should consider not to accept the Offer and should seek to sell his/her/its H Shares if he/she/it wishes to and is able to do so.

Yours faithfully,

For and on behalf of

Independent Board Committee

Mr. Shen Yungang

Non-executive Director

Mr. Chen Shaolong

Non-executive Director

Mr. Sun Yanjun

Independent non-executive Director

Mr. Liu Jianwen

Independent non-executive Director

Mr. Zhou Fangsheng

Independent non-executive Director

Mr. Li Jun

Independent non-executive Director

Ms. Xia Xue

Independent non-executive Director

Yours faithfully,
For and on behalf of
Independent Board Committee

沈永刚

Mr. Shen Yungang
Non-executive Director

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Non-executive Director

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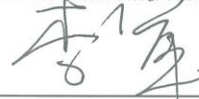
Mr. Sun Yanjun
Independent non-executive Director

Mr. Liu Jianwen
Independent non-executive Director

Mr. Zhou Fangsheng
Independent non-executive Director

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