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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in China Resources Building Materials Technology Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser, or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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華潤建材科技控股有限公司

China Resources Building Materials Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1313)

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of China Resources Building Materials Technology Holdings Limited to be held at Conference Room on 30/F, Tower A, Kingkey 100 Building, No. 5016 Shennan Road East, Luohu District, Shenzhen, Guangdong, PRC and in combination with electronic communication facilities on Friday, 24 May 2024 at 3:30 p.m. is set out on pages 19 to 26 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying proxy form for use at the annual general meeting in accordance with the instructions printed thereon. Completion and return of the proxy form will not preclude you from attending and voting in person or online at the meeting if you so wish.

Hong Kong, 29 April 2024

ARRANGEMENTS FOR ONLINE ATTENDANCE AT THE ANNUAL GENERAL MEETING

The Annual General Meeting will be a hybrid meeting. In addition to the traditional attendance in person at the Annual General Meeting, Shareholders have the option of attending, participating and voting at the Annual General Meeting with electronic communication facilities through the website at <http://meetings.computershare.com/CRBLDG2024AGM> (the “**Online Platform**”). Shareholders attending the Annual General Meeting through the Online Platform will also be counted towards the quorum, and they will be able to cast their votes and submit questions through the Online Platform. The Company reminds all Shareholders that attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. Shareholders (i) may attend and vote at the Annual General Meeting with electronic communication facilities through the Online Platform (votes cast through the Online Platform are irrevocable once the voting session at the Annual General Meeting ends); or (ii) by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

ATTENDING THE ANNUAL GENERAL MEETING THROUGH THE ONLINE PLATFORM

Only Shareholders as of the record date are entitled to attend and vote at the Annual General Meeting. Those who hold the Shares indirectly should contact their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their Shares are held (together the “**Intermediary(ies)**”) for further information on how to attend and vote at the Annual General Meeting.

Registered Shareholders (i.e., those who hold Shares directly) and non-registered Shareholders (i.e., those who hold Shares indirectly) can attend, vote and raise questions at the Annual General Meeting. The Company strongly encourages Shareholders to attend, participate and vote at the Annual General Meeting through the Online Platform. There will be a live webcast on the Online Platform for Shareholders to view and listen to the Annual General Meeting. The Online Platform is able to be connected through the Internet by a smartphone, tablet device or computer, and will be open for log in 30 minutes before the commencement of the Annual General Meeting.

Login details for registered Shareholders

Login details for access to the Online Platform will be set out in the notification letter, which will be dispatched to the registered Shareholders together with the notice of Annual General Meeting and related documents by Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company.

ARRANGEMENTS FOR ONLINE ATTENDANCE AT THE ANNUAL GENERAL MEETING

Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend, participate and vote at the Annual General Meeting using the Online Platform should:

- (1) contact and instruct their Intermediaries to appoint themselves as proxies or corporate representatives to attend the Annual General Meeting; and
- (2) provide their email addresses to their Intermediaries before the time limit required by the relevant Intermediary.

Details of the Annual General Meeting arrangements (including login details for access to the Online Platform) will be sent by Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, to the email address of the relevant non-registered Shareholders provided by the Intermediary one day prior to the Annual General Meeting.

Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by 3:30 p.m. on Thursday, 23 May 2024 should contact Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediaries in respect of both (1) and (2) above.

Shareholders should note that only one device is allowed per login. Shareholders shall be responsible for keeping the login details in safe custody for use at the Annual General Meeting and should not disclose such details to anyone else. Neither the Company nor any of its Directors, senior management or agents accepts any responsibility or bears any liability whatsoever in connection with the loss or transmission of the login details or any use of the login details for attending, participating or voting at the Annual General Meeting or otherwise.

Login details for proxies

In the event that any Shareholder appoints any person other than the representatives of the Company as set forth in the proxy form to be their proxy, login details for access to the Online Platform will be sent by Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, to the email address of such proxy provided in the returned proxy form.

Raising Questions at the Annual General Meeting

Shareholders may submit questions relevant to the resolutions proposed for approval at the Annual General Meeting in advance before 5:00 p.m. on Friday, 17 May 2024 to the Board by email, telephone, letter or fax. Details of contact information are set out on page 4 of the Annual Report 2023 of the Company. The Board and/or the Company will endeavour to address questions relevant to the resolutions proposed for approval at the Annual General Meeting and may, at their discretion, respond to substantial and relevant questions.

ARRANGEMENTS FOR ONLINE ATTENDANCE AT THE ANNUAL GENERAL MEETING

Shareholders attending the Annual General Meeting using the Online Platform will be able to submit questions relevant to the resolutions proposed for approval at the Annual General Meeting online in writing during the Annual General Meeting. Whilst the Company will endeavour to respond to the questions at the Annual General Meeting, due to time constraints, unanswered questions may be responded to in writing after the Annual General Meeting as appropriate.

Voting

The Online Platform permits a split vote on a resolution. A Shareholder (both registered and non-registered) entitled to more than one vote need not cast all votes or does not have to vote in the same way. In the case of a proxy, the proxy can vote such number of Shares and in a way in respect of which he/she has been appointed as a proxy.

Where there are joint registered holders of any Share, any one of such joint registered holders may vote at the Annual General Meeting, either in person or through the Online Platform or by proxy, in respect of such Share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the Annual General Meeting in person or through the Online Platform or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding. Only one device is allowed per login or per proxy on the Online Platform.

The proxy form is attached to this circular for Shareholders who opt to receive circulars in printed form. Alternatively, the proxy form can be downloaded from the Company's website at www.crcement.com. If you are not a registered Shareholder (whose Shares are held through the Intermediaries), please consult directly with your Intermediary to assist you in the appointment of proxy.

Technical Support

If Shareholders have any enquiries pertaining to the arrangements or the registration process for the hybrid meeting mode of the Annual General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Telephone: +852 2862 8555
Facsimile: +852 2865 0990
Website: www.computershare.com/hk/contact

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

| | |
|---------------------------|---|
| “Annual General Meeting” | the annual general meeting of the Company to be held at Conference Room on 30/F, Tower A, Kingkey 100 Building, No. 5016 Shennan Road East, Luohu District, Shenzhen, Guangdong, PRC and in combination with electronic communication facilities on Friday, 24 May 2024 at 3:30 p.m., the notice of which is set out on pages 19 to 26 of this circular |
| “Articles of Association” | the articles of association of the Company as amended, supplemented or modified from time to time |
| “Board” | board of Directors |
| “China Resources Group” | CR Holdings and its subsidiaries |
| “Company” | China Resources Building Materials Technology Holdings Limited (formerly known as China Resources Cement Holdings Limited), a company incorporated in the Cayman Islands with limited liability, with its shares listed and traded on the main board of the Stock Exchange |
| “CR Holdings” | China Resources (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, a substantial shareholder of the Company |
| “Director(s)” | director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of PRC |
| “Latest Practicable Date” | 19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Rules” | The Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” and “China” | the People’s Republic of China |
| “Repurchase Proposal” | the proposal to give a general mandate to the Board to exercise the powers of the Company to repurchase up to 10% of the issued Shares as at the date of the Repurchase Resolution |

DEFINITIONS

| | |
|--------------------------|--|
| “Repurchase Resolution” | the proposed ordinary resolution as referred to in resolution number 5 of the notice of the Annual General Meeting |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | share(s) of HK\$0.10 each in the share capital of the Company |
| “Share Repurchase Rules” | the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange |
| “Shareholder(s)” | shareholders of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers |
| “HK\$” | Hong Kong dollar |
| “%” | per cent |



華潤建材科技控股有限公司

China Resources Building Materials Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1313)

Executive Directors:

Mr. JI Youhong (*Chairman*)

Mr. JING Shiqing (*Chief Executive Officer*)

Non-Executive Directors:

Mr. ZHU Ping

Mr. YU Shutian

Mr. ZHOU Bo

Mr. YANG Changyi

Independent Non-Executive Directors:

Mr. IP Shu Kwan Stephen

Mr. SHEK Lai Him Abraham

Mr. NG Kam Wah Webster

Madam YAN Bilan

Registered Office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Room 3001-05

China Resources Building

26 Harbour Road, Wanchai

Hong Kong

29 April 2024

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to seek your approval as set out in the notice of Annual General Meeting of the relevant ordinary resolutions to be proposed at the Annual General Meeting and to provide you with information regarding the proposed general mandates to repurchase Shares and to issue Shares and the proposed re-election of Directors.

LETTER FROM THE CHAIRMAN

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 25 May 2023, a general mandate was given to the Board to exercise the power of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting. The Repurchase Resolution will therefore be proposed at the Annual General Meeting to give a fresh general mandate to the Board to exercise the powers of the Company to repurchase Shares. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in Appendix I hereto.

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 25 May 2023, a general mandate was given to the Board to exercise the power of the Company to allot and issue Shares. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting. Therefore, it will be proposed at the Annual General Meeting two ordinary resolutions respectively granting to the Board a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued Shares at the date of the resolution (i.e. not exceeding 1,396,587,563 Shares based on the issued Shares of 6,982,937,817 Shares as at the Latest Practicable Date and assuming that such issued Shares remain the same at the date of passing the resolution) and adding to such general mandate so granted to the Board any Shares representing the total number of the Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued Shares at the date of the Repurchase Resolution.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. JI Youhong (*Chairman*) and Mr. JING Shiqing (*Chief Executive Officer*); the non-executive Directors are Mr. ZHU Ping, Mr. YU Shutian, Mr. ZHOU Bo and Mr. YANG Changyi; and the independent non-executive Directors are Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham, Mr. NG Kam Wah Webster and Madam YAN Bilan.

Pursuant to Article 16.2 of the Articles of Association, Mr. YU Shutian, Mr. ZHOU Bo and Madam YAN Bilan (“**Madam YAN**”) shall retire from office at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Article 16.18 of the Articles of Association, Mr. YANG Changyi, Mr. IP Shu Kwan Stephen (“**Mr. IP**”) and Mr. SHEK Lai Him Abraham (“**Mr. SHEK**”) shall retire from office by rotation at the Annual General Meeting. Mr. IP will not offer himself for re-election at the Annual General Meeting. Mr. IP has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the holders of securities of the Company and the Stock Exchange. Mr. YANG Changyi and Mr. SHEK, being eligible, will offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE CHAIRMAN

In identifying candidates of Board members, the nomination committee of the Company (the “**Nomination Committee**”) shall consider the criteria set out in the Nomination Policy and the Board Diversity Policy adopted by the Company.

At the meeting held on 15 March 2024, the Nomination Committee reviewed the independence of the independent non-executive Directors. Notwithstanding that Mr. SHEK has served as an independent non-executive Director for over 13 years, he does not participate in the day-to-day management of the Company. The Company pays Director’s fees of fixed amount to Mr. SHEK, and does not grant him any equity-based remuneration (such as share options or grants) with performance-related elements. Upon review of the overall contribution and service of Mr. SHEK to the Company and Mr. SHEK’s written confirmation that there was no subsequent change of circumstances which may affect his independence as an independent non-executive Director pursuant to Rule 3.13 of the Listing Rules, the Nomination Committee was of the view that Mr. SHEK met the independence guidelines set out in Rule 3.13 of the Listing Rules and was still considered to be independent. Based on the Board Diversity Policy adopted by the Company, the Nomination Committee also considered that Mr. SHEK could contribute to the diversity of the Board, in particular, with his diverse business and professional background. In addition, the unique expertise of Mr. SHEK gained from his long service as a member of Legislative Council of Hong Kong from 2000 to 2021 enables him to provide valuable and pertinent guidance to the Board and the Company in his dealings and engagement with different political parties, the general public and the Hong Kong Government. Upon comprehensive assessment, the Nomination Committee is satisfied that, as well proven by the independent, impartial and ethical judgment and advice given by Mr. SHEK over the years, he has the required integrity, independence and experience and bring views and contribute to the Board in the interests of all Shareholders to fulfil his role as an independent non-executive Director.

Members of the Nomination Committee identify and select candidates for independent non-executive Directors in accordance with the criteria set out in the Nomination Policy of Directors. The Nomination Committee reviewed Madam YAN’s resume and conducted face-to-face interviews and due diligence with her to understand and confirm whether she would be able to devote sufficient time to fulfilling her responsibilities as a Director, the insights and perspectives, skills and experience that could be brought to the Board, the effects of promoting diversity of the Board and her independence. Madam YAN has over 35 years of experience in the management and scientific research of the building materials industry and has held key positions in national building materials research institutions and multiple industry associations. She has participated in and led the preparation of numerous key national scientific research projects, as well as the formulation and revision of national and cement industry standards, who will contribute valuable experience and recommendations to the strategic new businesses and high-quality development of the Company. The Nomination Committee is of the view that Madam YAN is an outstanding female representative specialising in inorganic non-metallic materials research, and she as an independent non-executive Director will enhance the diversity of the Board in terms of gender, knowledge and industry achievements.

LETTER FROM THE CHAIRMAN

Save as disclosed in Appendix II hereto, the Company hereby confirms that Madam YAN has confirmed each of the matters at the time of her appointment as follows: (i) that she has and had no other relationships with any directors, senior management or substantial or controlling shareholders of the Company; (ii) that she does not currently hold any other position with the Company or any of its subsidiaries; (iii) that she does not held any directorship in other Hong Kong or overseas listed public companies in the last three years; (iv) her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (v) that she did not and does not have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as such term is defined in the Listing Rules) of the Company; (vi) that there are no other factors that may affect her independence at the time of her appointment; (vii) that there are no other matters relating to her appointment that need to be brought to the attention of holders of securities of the Company; and (viii) that there is no other information relating to her appointment to be disclosed pursuant to any of the requirements of Rule 3.13, Rule 3.14 nor Rule 13.51(2) of the Listing Rules.

Before her appointment became effective, on 15 March 2024, Madam YAN had obtained the legal advice from a firm of solicitors qualified to advise on Hong Kong law referred to in Rule 3.09D of the Listing Rules and had confirmed that she understood her obligations as an independent non-executive Director, the requirements under the Listing Rules that are applicable to her as an independent non-executive Director and the possible consequences of making a false declaration or giving false information to the Stock Exchange.

Upon comprehensive assessment of each of the factors as disclosed above, the Nomination Committee considers Madam YAN to be independent.

Based on the above, the Nomination Committee resolved to recommend the Board to put forward separate resolutions at the Annual General Meeting to re-elect Mr. SHEK and Madam YAN as Directors.

At the Board meeting held on 15 March 2024, based on the recommendation of the Nomination Committee and the Board Diversity Policy adopted by the Company, the Board considered that Mr. SHEK and Madam YAN being independent non-executive Directors with diverse business and professional background, they could make good use of their differences in the talents, skills, knowledge, regional and industry experience, professional experience, cultural and educational background, as well as other qualities, which could contribute to the diversity of the Board. The Board is also of the view that Mr. SHEK and Madam YAN would bring to the Board their own perspectives, skills and valuable experience and, alongside the other independent non-executive Directors, contributed to ensuring that the interests of all Shareholders were taken into account and that relevant issues were subject to objective and dispassionate consideration by the Board. The Board has adopted the recommendation of the Nomination Committee, and still considers Mr. SHEK and Madam YAN to be independent.

LETTER FROM THE CHAIRMAN

Mr. SHEK has submitted a confirmation letter to the Board, and upon balancing various factors, the Board believes that Mr. SHEK will still be able to devote sufficient time to the Board in the future, notwithstanding that he is currently holding seventh or more listed company directorship.

Directors' attendance record at meetings of the Board and its committees, as well as directorships of other public companies held by the Directors, are set out in the Annual Report 2023 of the Company under the sections of "Corporate Governance Report" and "Biographical Details of Directors and Senior Management" respectively.

The Board therefore considers the re-election of Mr. SHEK and Madam YAN as independent non-executive Directors is in the best interests of the Company and Shareholders as a whole, and resolved to recommend Mr. SHEK and Madam YAN to be re-elected as Directors at the Annual General Meeting.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.

ANNUAL GENERAL MEETING

Set out on pages 19 to 26 of this circular is the notice convening the Annual General Meeting.

At the Annual General Meeting, resolutions will be proposed to the Shareholders in respect of ordinary business to be considered at the Annual General Meeting, including re-election of Directors, the Repurchase Proposal, the general mandate for the Board to issue new Shares and the extension of the general mandate to issue new Shares.

ACTION TO BE TAKEN

A proxy form for use at the Annual General Meeting is enclosed herewith. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form and return it to Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of a proxy form will not preclude you from attending and voting in person or online at the Annual General Meeting if you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.7 of the Articles of Association, all votes at the Annual General Meeting will be taken by poll (except where the chairman of the meeting, 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), and the Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

LETTER FROM THE CHAIRMAN

RECOMMENDATION

The Directors believe that the Repurchase Proposal, the proposed general mandate for the Board to issue new Shares, the proposed extension of the general mandate to issue new Shares and the proposed re-election of retiring Directors are all in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of such resolutions to be proposed at the Annual General Meeting.

Yours faithfully, for and on behalf of
**China Resources Building Materials
Technology Holdings Limited**
JI Youhong
Chairman

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the Repurchase Proposal.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were 6,982,937,817 issued Shares of the Company.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 698,293,781 Shares, representing not more than 10% of the issued Shares as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Proposal is in the best interests of the Company and Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association of the Company and the laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2023 in the event that the Repurchase Proposal was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing positions which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

| | Prices | |
|--|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| April 2023 | 3.94 | 3.48 |
| May 2023 | 3.67 | 2.82 |
| June 2023 | 3.54 | 2.82 |
| July 2023 | 3.42 | 2.91 |
| August 2023 | 3.48 | 2.57 |
| September 2023 | 2.75 | 1.95 |
| October 2023 | 2.15 | 1.74 |
| November 2023 | 2.04 | 1.75 |
| December 2023 | 1.81 | 1.56 |
| January 2024 | 1.72 | 1.22 |
| February 2024 | 1.43 | 1.18 |
| March 2024 | 1.40 | 1.17 |
| April 2024 (Up to the Latest Practicable Date) | 1.26 | 1.03 |

5. GENERAL

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

The Company has not received any notification from any of its core connected persons (as defined in the Listing Rules) that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to sell any of the Shares held by them to the Company or its subsidiaries, in the event that the Company is authorised to make repurchases of Shares.

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 Repurchase Proposal has unusual features.

6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, China Resources Company Limited, the ultimate holding company of the Company, is interested in 4,798,453,749 Shares (representing approximately 68.72% of the total issued Shares as at the Latest Practicable Date). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Proposal, then (assuming the present shareholdings remains the same) the attributable interest of China Resources Company Limited would be increased from approximately 68.72% to approximately 76.35% of the issued Shares. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Proposal. The Company has no present intention to repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25%.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

MR. YU SHUTIAN (*non-executive Director*)

Mr. YU Shutian, aged 57, has been appointed as a non-executive Director, a member of the Strategy and Investment Committee and a member of the Remuneration and Appraisal Committee since September 2023. He currently serves as a designated external director of business units of CR Holdings, works in China Resources Corporate Service (Shenzhen) Limited, and has been appointed as a director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd. (listed on the Shenzhen Stock Exchange) and China Resources Double-Crane Pharmaceutical Co., Ltd. (listed on the Shanghai Stock Exchange) since October 2022. Mr. YU joined China Resources Group in October 1999, served as the general manager and the executive deputy general manager of China Resources Ng Fung Limited from December 2018 to April 2022, the executive vice president of China Resources Enterprise, Limited from May 2018 to December 2018, and he took various managerial roles in China Resources Snow Breweries (China) Limited from October 1999 to May 2018, including the executive deputy general manager, the general manager of the marketing center, the marketing director, the general manager of Liaoning regional company, the general manager of Tianjin regional company, the general manager of Zhejiang regional company, the general manager and the deputy general manager of Heilongjiang and Jilin regional company. Mr. YU holds a bachelor's degree of engineering in pulp and paper manufacturing from the Dalian Institute of Light Industry, China (currently known as the Dalian Polytechnic University, China) and a master's degree of philosophy from the Jilin University, China, with over 30 years of experience in marketing and corporate management.

Save as disclosed above, Mr. YU did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

Under the service contract with the Company, Mr. YU has no fixed term of service with the Company but will hold office only until the Annual General Meeting and will be eligible for re-election pursuant to Article 16.2 of the Articles of Association. Thereafter, he will be subject to rotational retirement and re-election requirements at annual general meeting pursuant to Article 16.18 of the Articles of Association.

Mr. YU did not receive any Director's fee or other emolument for the year ended 31 December 2023. Save as disclosed above, Mr. YU is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. YU did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. YU has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. ZHOU BO (*non-executive Director*)

Mr. ZHOU Bo, aged 54, has been appointed as a non-executive Director, a member of the Strategy and Investment Committee and a member of the Risk and Compliance Committee since September 2023. He currently serves as a designated external director of business units of CR Holdings, works in China Resources Corporate Service (Shenzhen) Limited, and has been appointed as a non-executive director of China Resources Power Holdings Company Limited (listed on the main board of the Stock Exchange) since October 2023 and a non-executive director of China Resources Enterprise, Limited since August 2023. Mr. ZHOU joined China Resources Group in September 1989. He was the deputy general manager of China Resources Environmental Protection Technology Limited from September 2019 to August 2023, and he took various managerial roles in China Resources Textiles (Holdings) Company Limited from October 2002 to September 2019, including the deputy general manager, the financial controller and the general manager of finance department. Mr. ZHOU worked in the finance department of China Resources National Corporation (currently known as China Resources Company Limited) from September 1989 to February 2000, and the finance department of China Nanyang Import and Export Corporation from February 2000 to October 2002. Mr. ZHOU successively studied in the Shanghai Institute of Foreign Trade, China (currently known as the Shanghai University of International Business and Economics, China) with finance and accounting profession and in the University of South Australia, Australia with a master's degree in business administration, with over 30 years of experience in finance and corporate management.

Save as disclosed above, Mr. ZHOU did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

Under the service contract with the Company, Mr. ZHOU has no fixed term of service with the Company but will hold office only until the Annual General Meeting and will be eligible for re-election pursuant to Article 16.2 of the Articles of Association. Thereafter, he will be subject to rotational retirement and re-election requirements at annual general meeting pursuant to Article 16.18 of the Articles of Association.

Mr. ZHOU did not receive any Director's fee or other emolument for the year ended 31 December 2023. Save as disclosed above, Mr. ZHOU is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. ZHOU did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. ZHOU has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. YANG CHANGYI (*non-executive Director*)

Mr. YANG Changyi, aged 63, has been appointed as a non-executive Director since October 2021. He is a member of the Strategy and Investment Committee and the Audit Committee of the Company. Mr. YANG currently serves as a part-time external director of business units of CR Holdings, worked in China Resources Gas (Holdings) Limited from August 2003 to January 2021 and had served various managerial positions including the Vice President responsible for operation and management of South China Region, the Chairman of Qingdao Energy China Resources Gas Limited, the General Manager of Jinran China Resources Gas Co., Ltd., the General Manager of Zhengzhou China Resources Gas Limited, the General Manager of Xiamen China Resources Gas Co., Ltd., the Financial Controller of Chengdu City Gas Co., Ltd. (currently known as Chengdu Gas Group Corporation Ltd.) and the Financial Controller of Suzhou China Resources Gas Co., Ltd. He successively studied Technology Economy and Management in the Hohai University, China and Ideological and Political Education in the Nanjing Normal University, China. He is also a qualified accountant in the PRC, and has over 30 years' experience in financial and corporate management.

Save as disclosed above, Mr. YANG did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

Under the service contract with the Company, Mr. YANG has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirements at annual general meeting pursuant to Article 16.18 of the Articles of Association.

Mr. YANG did not receive any Director's fee or other emolument for the year ended 31 December 2023. Save as disclosed above, Mr. YANG is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. YANG did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. YANG has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. SHEK LAI HIM ABRAHAM (*independent non-executive Director*)

Mr. SHEK Lai Him Abraham, aged 78, has been an independent non-executive Director since January 2011. He is the chairman of the Remuneration and Appraisal Committee of the Company and a member of the Nomination Committee, the Audit Committee and the Risk and Compliance Committee of the Company. Mr. SHEK was appointed as a Justice of the Peace in 1995, awarded the Silver Bauhinia Star in 2007 and awarded the Gold Bauhinia Star in 2013. Mr. SHEK was a member of the Legislative Council of Hong Kong representing the real estate and construction functional constituency from 2000 to 2021.

Mr. SHEK was the advisor of SJM Holdings Limited from May 2021 to May 2022. He has been appointed as an independent non-executive director of Chuang's China Investments Limited (listed on the main board of the Stock Exchange) since April 2008, and acted as the Honorary Chairman since April 2019 following his retirement from his position as the Chairman. He has been appointed as an independent non-executive director and the Vice Chairman of ITC Properties Group Limited (listed on the main board of the Stock Exchange) since September 2010, and served as an independent non-executive director of numerous companies listed on the main board of the Stock Exchange, including Paliburg Holdings Limited since July 2002, Chuang's Consortium International Limited since May 2004, NWS Holdings Limited since September 2004, Regal Portfolio Management Limited (the manager of Regal Real Estate Investment Trust) since February 2006, Eagle Asset Management (CP) Limited (the manager of Champion Real Estate Investment Trust) since March 2006, Lai Fung Holdings Limited since December 2012, Cosmopolitan International Holdings Limited since December 2013, Everbright Grand China Assets Limited since January 2018, CSI Properties Limited since July 2018, Far East Consortium International Limited since June 2019, Shin Hwa World Limited (formerly known as Landing International Development Limited) since August 2020, Hao Tian International Construction Investment Group Limited since October 2020 and Alliance International Education Leasing Holdings Limited (formerly known as International Alliance Financial Leasing Co., Limited) since July 2021. Mr. SHEK was also an independent non-executive director of SJM Holdings Limited from October 2007 to May 2021 and Country Garden Holdings Company Limited from December 2006 to March 2024 respectively (both listed on the main board of the Stock Exchange). He was appointed as an independent non-executive director of Goldin Financial Holdings Limited, which was a listed company on the main board of the Stock Exchange and the listing of its shares was withdrawn from 31 October 2023, in January 2017, re-designated from independent non-executive director to executive director and appointed as the Vice Chairman in March 2021, and served as the Chairman and an executive director from June 2022 to October 2023. He is an Honorary Court Member of The Hong Kong University of Science and Technology, a Council Member of The University of Hong Kong, a Court Member of City University of Hong Kong, a Court Member of Hong Kong Metropolitan University, an independent non-executive director of Lifestyle International Holdings Limited (privatized and delisted in December 2022) and Ping An OneConnect Bank (Hong Kong) Limited, a member of the executive committee of Hong Kong Sheng Kung Hui Welfare Council Limited, a member of the executive committee of Hong Kong Sheng Kung Hui St. Simon Social Services, a director of Construction Charity Fund Integrated Service Centre Limited, and a non-executive director of Chinese-Italian Cultural Society Limited. Mr. SHEK was also a non-executive director of the Mandatory Provident Fund Schemes Authority, an Independent Member of the Board of Governors and Chairman of English Schools Foundation, a member of Advisory Committee on Corruption of the Independent Commission Against Corruption, a Court Member of The Hong Kong University of Science and Technology, a Court Member of the University of Hong Kong and a non-executive director of Helenbergh China Holdings Limited. He graduated from the University of Sydney, Australia with a Bachelor of Arts Degree and a Diploma in Education, and obtained a Juris Doctor Degree at the City University of Hong Kong.

Save as disclosed above, Mr. SHEK did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

Under the service contract with the Company, Mr. SHEK has no fixed term of service with the Company but will be subject to rotational retirement and re-election requirements at annual general meeting pursuant to Article 16.18 of the Articles of Association.

The emoluments payable to Mr. SHEK are determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to the recommendation made by the Remuneration and Appraisal Committee of the Company, his duties and responsibilities with the Company, the Company's performance and market situation. For the year ended 31 December 2023, Mr. SHEK received a Director's fee of HK\$290,000. Mr. SHEK did not receive any other emolument for the year ended 31 December 2023.

Mr. SHEK is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. SHEK did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. SHEK has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to Rule 3.13, Rule 3.14 nor Rule 13.51(2)(h) to (v) of the Listing Rules.

MADAM YAN BILAN (*independent non-executive Director*)

Madam YAN Bilan, aged 58, has been appointed as an independent non-executive Director since 15 March 2024. She is a member of the Strategy and Investment Committee, the Remuneration and Appraisal Committee and the Audit Committee of the Company. She is a senior engineer at professorial level, and has been an expert enjoying special government allowances from the State Council since 2009, and was honoured one of the “Inaugural Top Ten Outstanding Women in the Building Material Industry” by the “China Building Materials” Magazine in the same year. Since 1987, Madam YAN has been working at China Building Materials Academy Co., Ltd., served successively as the deputy director of the physics laboratory of the cement institute, the deputy director of the cement institute, the head of the technology and development department, the assistant to the president of the academy, and the deputy president of the academy, and has been a distinguished professor since July 2020. She is currently the Vice Chairperson of the National Cement Standardization Technology Committee and a member in the Inaugural Expert Committee of the China Building Materials Federation. She was the Secretary General of the National Cement Standardization Technology Committee, presiding the preparation of the standardization development plan of the cement industry and organizing the formulation and revision of standards of the cement industry. She also served several positions, including a member of the general expert group of energy conservation and emission reduction in the industrial field of the Ministry of Science and Technology of China, a member of the expert panel for formulating the guidelines for the national key research and development plan during the “Thirteenth Five-Year”, a key special general expert member of the key national “Thirteenth Five-Year” research and development plan on “Technology Improvement and Industrialization of Key Basic Materials”, a group member for preparing the “Fourteenth Five-Year” national science and technology innovation action plan for carbon peaking and carbon neutrality, and a member of the eighth Discipline Evaluation Group of the Academic Degrees Committee of the State Council, presided and participated in the research on subjects such as the national technology supporting plans during the “Eleventh Five-Year” and the “Twelfth Five-Year” and the National 973 Program, and presided the revision of over 30 national and cement industry standards. Madam YAN obtained a bachelor’s degree of engineering from the Tongji University, China in 1985 and a professional postgraduate certificate of inorganic non-metallic materials from the Wuhan University of Technology, China in 1987, and has over 35 years of experience in the management of the building materials industry.

Save as disclosed above, Madam YAN did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

Under the service contract with the Company, Madam YAN has no fixed term of service with the Company but will hold office only until the Annual General Meeting and will be eligible for re-election pursuant to Article 16.2 of the Articles of Association. Thereafter, she will be subject to rotational retirement and re-election requirements at annual general meeting pursuant to Article 16.18 of the Articles of Association.

The emoluments payable to Madam YAN shall be determined by the Board under the authority granted by the Shareholders at annual general meeting and with reference to the recommendation made by the Remuneration and Appraisal Committee of the Company, her duties and responsibilities with the Company, the Company's performance and market situation. Upon the approval for authority at the forthcoming Annual General Meeting, the Remuneration and Appraisal Committee of the Company shall recommend to the Board for the annual fee at a fixed amount of HK\$290,000 to each independent non-executive Director for the year ending 31 December 2024 and without granting any equity-based remuneration (such as share options or grants) with performance-related elements. As Madam YAN has been appointed as a Director with effect from 15 March 2024, she did not receive any Director's fee or other Director's emolument for the year ended 31 December 2023.

Madam YAN is and was not connected with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Madam YAN did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Madam YAN has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no information that should be disclosed pursuant to Rule 3.13, Rule 3.14 nor Rule 13.51(2)(h) to (v) of the Listing Rules.



華潤建材科技控股有限公司

China Resources Building Materials Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1313)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Resources Building Materials Technology Holdings Limited (the “**Company**”) will be held at Conference Room on 30/F, Tower A, Kingkey 100 Building, No. 5016 Shennan Road East, Luohu District, Shenzhen, Guangdong, PRC and in combination with electronic communication facilities on Friday, 24 May 2024 at 3:30 p.m. (the “**Annual General Meeting**”) for the following purposes:

1. To receive and consider the audited financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2023.
2. To declare a final dividend of HK\$0.006 per share for the year ended 31 December 2023.
3.
 - (1) To re-elect Mr. YU Shutian as director;
 - (2) To re-elect Mr. ZHOU Bo as director;
 - (3) To re-elect Mr. YANG Changyi as director;
 - (4) To re-elect Mr. SHEK Lai Him Abraham as director;
 - (5) To re-elect Madam YAN Bilan as director; and
 - (6) To authorise the board of directors to fix the remuneration of the directors of the Company.
4. To re-appoint KPMG as the independent auditor of the Company and to authorise the board of directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which the directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased under the mandate in paragraph above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and
- (c) 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 law to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; (iii) an issue of shares upon the exercise of the subscription or conversion rights under the terms of any warrants or any securities of the Company which are convertible into shares of the Company; or (iv) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be allotted and issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose 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 law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the Resolution nos.5 and 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to Resolution no.6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of the number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution no.5 set out in the notice convening this meeting, provided that such number of shares so repurchased shall not exceed 10% of the total number of the issued shares of the Company as at the date of the said Resolution.”

ATTENDING THE ANNUAL GENERAL MEETING THROUGH THE ONLINE PLATFORM

Only shareholders of the Company (the “**Shareholders**”) as of the record date are entitled to attend and vote at the Annual General Meeting. Those who hold the shares of the Company (“**Shares**”) indirectly should contact their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their Shares are held (together the “**Intermediary(ies)**”) for further information on how to attend and vote at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Registered Shareholders (i.e., those who hold Shares directly) and non-registered Shareholders (i.e., those who hold Shares indirectly) can attend, vote and raise questions at the Annual General Meeting. The Company strongly encourages Shareholders to attend, participate and vote at the Annual General Meeting with electronic communication facilities through the website at <http://meetings.computershare.com/CRBLDG2024AGM> (the “**Online Platform**”). There will be a live webcast on the Online Platform for Shareholders to view and listen to the Annual General Meeting. The Online Platform is able to be connected through the Internet by a smartphone, tablet device or computer, and will be open for log in 30 minutes before the commencement of the Annual General Meeting.

Login details for registered Shareholders

Login details for access to the Online Platform will be set out in the notification letter, which will be dispatched to the registered Shareholders together with the notice of Annual General Meeting and related documents by Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company.

Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend, participate and vote at the Annual General Meeting using the Online Platform should:

- (1) contact and instruct their Intermediaries to appoint themselves as proxies or corporate representatives to attend the Annual General Meeting; and
- (2) provide their email addresses to their Intermediaries before the time limit required by the relevant Intermediary.

Details of the Annual General Meeting arrangements (including login details for access to the Online Platform) will be sent by Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, to the email address of the relevant non-registered Shareholders provided by the Intermediary one day prior to the Annual General Meeting.

Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by 3:30 p.m. on Thursday, 23 May 2024 should contact Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediaries in respect of both (1) and (2) above.

Shareholders should note that only one device is allowed per login. Shareholders shall be responsible for keeping the login details in safe custody for use at the Annual General Meeting and should not disclose such details to anyone else. Neither the Company nor any of its directors, senior management or agents accepts any responsibility or bears any liability whatsoever in connection with the loss or transmission of the login details or any use of the login details for attending, participating or voting at the Annual General Meeting or otherwise.

NOTICE OF ANNUAL GENERAL MEETING

Login details for proxies

In the event that any Shareholder appoints any person other than the representatives of the Company as set forth in the proxy form to be their proxy, login details for access to the Online Platform will be sent by Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, to the email address of such proxy provided in the returned proxy form.

Voting

The Online Platform permits a split vote on a resolution. A Shareholder (both registered and non-registered) entitled to more than one vote need not cast all votes or does not have to vote in the same way. In the case of a proxy, the proxy can vote such number of Shares and in a way in respect of which he/she has been appointed as a proxy.

The proxy form is attached to the circular of the Annual General Meeting for Shareholders who opt to receive circulars in printed form. Alternatively, the proxy form can be downloaded from the Company's website at www.crcement.com. If you are not a registered Shareholder (whose Shares are held through the Intermediaries), please consult directly with your Intermediary to assist you in the appointment of proxy.

Technical Support

If Shareholders have any enquiries pertaining to the arrangements or the registration process for the hybrid meeting mode of the Annual General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Telephone: +852 2862 8555
Facsimile: +852 2865 0990
Website: www.computershare.com/hk/contact

By Order of the Board
**China Resources Building Materials
Technology Holdings Limited**
CHUNG Ming Fai
Company Secretary

Hong Kong, 29 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The Annual General Meeting will be conducted in Mandarin.
2. Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who must be an individual) to attend and on a poll, vote instead of him. A proxy need not be a member of the Company.
3. The register of members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged not later than 4:30 p.m. on Monday, 20 May 2024 with Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Subject to the approval of Shareholders at the Annual General Meeting, the final dividend will be distributed on or about Wednesday, 17 July 2024 to Shareholders whose names appear on the register of members of the Company after the close of business of the Company at 4:30 p.m. on Friday, 31 May 2024 and the register of members of the Company will be closed from Monday, 3 June 2024 to Friday, 7 June 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates shall be lodged not later than 4:30 p.m. on Friday, 31 May 2024 with Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

4. Where there are joint registered holders of any Share, any one of such joint registered holders may vote at any meeting, either in person or through the Online Platform or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting in person or through the Online Platform or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding. Only one device is allowed per login or per proxy on the Online Platform.
5. To be valid, the proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged with Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude a member from attending and voting in person or online at the Annual General Meeting if he so wishes.
6. The Company reminds all Shareholders that attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. Shareholders (i) may attend and vote at the Annual General Meeting with electronic communication facilities through the Online Platform (votes cast through the Online Platform are irrevocable once the voting session at the Annual General Meeting ends); or (ii) by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

NOTICE OF ANNUAL GENERAL MEETING

Shareholders have the option of attending, participating and voting at the Annual General Meeting through the Online Platform. Shareholders attending the Annual General Meeting through the Online Platform will also be counted towards the quorum and they will be able to cast their votes and submit questions through the Online Platform. Shareholders may submit questions relevant to the resolutions proposed for approval at the Annual General Meeting in advance before 5:00 p.m. on Friday, 17 May 2024 to the Board by email, telephone, letter or fax. Details of contact information are set out on page 4 of the Annual Report 2023 of the Company. The Board and/or the Company will endeavour to address questions relevant to the resolutions proposed for approval at the Annual General Meeting and may, at their discretion, respond to substantial and relevant questions.

Shareholders attending the Annual General Meeting using the Online Platform will be able to submit questions relevant to the resolutions proposed for approval at the Annual General Meeting online in writing during the Annual General Meeting. Whilst the Company will endeavour to respond to the questions at the Annual General Meeting, due to time constraints, unanswered questions may be responded to in writing after the Annual General Meeting as appropriate.

7. With regard to item No.3 of this notice, details of retiring directors of the Company proposed for re-election are set out in Appendix II of the circular to Shareholders dated 29 April 2024.
8. As at the date of this notice, the executive directors of the Company are Mr. JI Youhong (*Chairman*) and Mr. JING Shiqing (*Chief Executive Officer*); the non-executive directors of the Company are Mr. ZHU Ping, Mr. YU Shutian, Mr. ZHOU Bo and Mr. YANG Changyi; and the independent non-executive directors of the Company are Mr. IP Shu Kwan Stephen, Mr. SHEK Lai Him Abraham, Mr. NG Kam Wah Webster and Madam YAN Bilan.