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If you sell or have sold or otherwise transferred all of your ordinary shares in Cleantech Building Materials plc ("**CBM**" or the "**Company**") please send this document, together with the accompanying form of proxy, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Cleantech Building Materials plc

(Incorporated and registered in England & Wales with Registered No. 09357256)

NOTICE OF 2019 ANNUAL GENERAL MEETING

A letter from the Chairman of the Company explaining the background to and the reasons for the proposed resolutions, including the grant of authority to the Directors to allot relevant securities and the disapplication of pre-emption rights is set out on pages 5 to 6 of this document.

The notice convening the annual general meeting of the Company is set out at the end of this document. The 2019 Annual General Meeting will be held at the offices of the Company's solicitors, Marriott Harrison LLP, 11 Staple Inn, London WC1V 7QH on Wednesday 29 May 2019 at 9.00 a.m. **A form of proxy for use at the meeting is enclosed with this document and should be completed, signed and returned in accordance with the instructions thereon as soon as possible but in any event so as to be received by the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD by not later than 9.00 a.m. on Friday 24 May 2019.** The completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so.

This document does not comprise or form part of any offer or invitation to acquire or to dispose of or to subscribe for any interests in shares or securities in the Company and none of its contents nor the fact of its existence may be relied on in connection with any contract therefor.

CONTENTS

TIMETABLE	3
DEFINITIONS	4
LETTER FROM THE CHAIRMAN	5
NOTICE OF ANNUAL GENERAL MEETING	7

TIMETABLE

Latest time and date for receipt of completed
forms of proxy for the Annual General Meeting

9.00 a.m. on Friday 24 May 2019

Annual General Meeting

9.00 a.m. on Wednesday 29 May 2019

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company convened for 9.00 a.m. on Wednesday 29 May 2019 at which the ordinary and special resolutions will be proposed, notice of which is set out at the end of this document
“Articles”	the articles of association of the Company which are in force as at the date of this document
“Board” or “Directors”	the board of Directors of the Company, whose names are set out at page 5 of this document
“Company”	Cleantech Building Materials plc
“Companies Act”	Companies Act 2006 (as amended from time to time)
“Diamond Wood”	Diamond Wood China Limited, of which the Company owns 97.44 per cent. of the capital
“Form of Proxy”	the form of proxy for use by Shareholders in connection with the Annual General Meeting, which accompanies this document
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting set out at the end of this document
“Ordinary Shares”	ordinary shares of £0.10 each in the share capital of the Company
“Preference Shares”	the 9 per cent. cumulative redeemable preference shares of £0.10 each with an annual cumulative dividend of 9 per cent. to be issued by the Company
“Resolutions”	the ordinary and special resolutions to be proposed at the Annual General Meeting and set out in the Notice of Annual General Meeting
“Shareholder”	a holder of Ordinary Shares
“UK” and “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland

LETTER FROM THE CHAIRMAN

Cleantech Building Materials plc

(Incorporated and registered in England & Wales as a public limited company with registered number 09357256)

Directors:

Andrew Paul Richards *(Non-Executive Chairman)*
Jason Hung-Wen Wang *(Chief Executive Officer)*
Dwight Wei Zou *(Chief Financial Officer)*
Adrian Wyn-Griffiths *(Non-Executive Director)*
Syed Jeff Erik Jaffrey *(Non-Executive Director)*

Registered Office

7 Trebeck Street
London
W1J 7LU
United Kingdom

3 May 2019

To Shareholders

Dear Shareholder

Notice of 2019 Annual General Meeting

Introduction and Background

I am pleased to invite you to the Company's 2019 Annual General Meeting ("**AGM**"). The AGM gives the Directors the opportunity to present the Company's performance and strategy to Shareholders and to listen and respond to your questions.

As previously announced we are at an advanced stage in negotiating a joint venture with a major Chinese partner. In anticipation of concluding this transaction, the financing of the construction of the new factory and working capital requirements are going to require the issue of new Ordinary Shares. Additionally taking into account the Company's current obligations to issue Ordinary Shares under the loan facility and the outstanding option and warrant arrangements, the Board has concluded that it would be appropriate to increase the Directors' authority to issue new Ordinary Shares and give the Board maximum flexibility to issue shares for cash without having to first offer them to existing shareholders. New Ordinary Shares will only be issued either to fund the construction of the factory and related working capital, or in relation to the Company's existing commitments to issue shares, without further authority from Shareholders.

The Company's audited financial statements for the period from 1 January 2018 to 31 December 2018 accompany this letter and more information on the progress made by the Company in 2018 is included in the accounts.

The Directors currently have authority to allot new Ordinary Shares (and rights to subscribe therefor) and Preference Shares on a non pre-emptive basis for cash pursuant to the authority which was granted by the Shareholders at its last annual general meeting held in April 2018. These authorities expire at this AGM and the Directors propose that those authorities be refreshed.

The following notes explain the items of business to be conducted at the AGM.

Resolution 1: Powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares

The Directors of the Company seek authority for the purposes of section 551 of the Companies Act to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £7,299,740 which is equivalent to 200 per cent. of the total issued Ordinary Share capital of the Company as at the date of this document. This authority shall be in substitution for and shall replace any other existing authority to the extent not utilised at the date this Resolution is passed. If the resolution is passed, the authority shall expire on the earlier of the date of the Company's next annual general meeting and 15 months after the passing of the resolution save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

The Directors expect that there will be a need to exercise the authority to issue such securities to be given by Resolution 1 in the near future, and they believe it would be appropriate to do so in respect of present commercial opportunities which they consider are consistent with the Company's strategic objectives.

Resolution 2: Disapplication of pre-emption rights

The purpose of Resolution 2 is to authorise the Directors to allot new shares pursuant to the authority given by Resolution 1, or sell treasury shares, for cash in connection with a pre-emptive offer or otherwise up to a nominal value of £7,229,740 and as to £1,000,000 in nominal value of Preference Shares without in each case the shares first being offered to existing Shareholders in proportion to their existing holdings. The amount of the proposed authority (other than that proposed in respect of Preference Shares) is equivalent to 200 per cent. of the total issued Ordinary Share capital as at the date of this document.

The Board considers the authority in Resolution 2 to be appropriate in order to allow the Company the flexibility to undertake equity issues without the need to comply with the requirements of the statutory pre-emption provisions, and to enable the issue from time to time of Preference Shares.

If the resolution is passed, the authority shall expire on the earlier of the date of the Company's next annual general meeting and 15 months after the passing of the resolution.

Resolution 3: To receive the 31 December 2018 report and accounts

Shareholders shall have the opportunity to ask the Directors who attend the AGM questions on the Company's reports and financial statements for the period from 1 January 2018 to 31 December 2018.

Resolution 4: To approve the re-appointment of Crowe UK LLP as auditors

The Company's auditors must offer themselves for reappointment at each annual general meeting at which accounts are presented. The Directors, having made such enquiries as they consider appropriate, are satisfied with the service provided from and the terms of engagement of Crowe UK LLP as the Company's auditors and are pleased to propose their re-election to that role under Resolution 4.

Resolution 5: To authorise the Directors to set the remuneration of the Company's auditors

This resolution would authorise the Directors to set the remuneration of the auditors.

Action to be taken in respect of the Annual General Meeting by the holders of Ordinary Shares

Set out at the end of this document is the notice convening the Annual General Meeting of the Shareholders to be held at the offices of the Company's solicitors, Marriott Harrison LLP, 11 Staple Inn, London WC1V 7QH on Wednesday 29 May 2019 at 9.00 a.m., at which the Resolutions set out in the notice of AGM will be proposed.

A Form of Proxy for use at the Annual General Meeting of the Shareholders is enclosed with this document.

Whether or not you intend to attend and participate at the Annual General Meeting, the Form of Proxy should be completed and signed in accordance with the instructions on it and in accordance with the Company's articles of association and returned to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD as soon as possible, but in any event so as to be received not later than 9.00 a.m. on Friday 24 May 2019.

The completion and return of the Form of Proxy will not preclude you from attending the Annual General Meeting and voting in person should you so wish.

I am delighted by the progress, which the Company has made, and look forward to having the opportunity to discuss this with you in further detail at the AGM.

Yours faithfully

Paul Richards

Non-Executive Chairman,
Cleantech Building Materials Plc

CLEANTECH BUILDING MATERIALS PLC
(the "Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **2019 ANNUAL GENERAL MEETING ("AGM")** of the Company will be held at the offices of the Company's solicitors, Marriott Harrison LLP, 11 Staple Inn, London WC1V 7QH on Wednesday 29 May 2019 at 9.00 a.m.

The meeting will be held in order to consider and, if thought fit, pass resolutions 1, 3, 4 and 5 as ordinary resolutions and resolution 2 as a special resolution.

Ordinary resolution

1. That the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £7,229,740 this authority shall be in substitution for and shall replace any other existing authority to the extent not utilised at the date this resolution is passed and shall expire on the date which is the earlier of the conclusion of the next annual general meeting of the Company and 15 months from the passing of this resolution save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

Special resolution

2. That, in substitution for any existing power but without prejudice to the exercise of any power prior to the date hereof, the Directors of the Company be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 1 above as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to (i) the allotment of equity securities for cash up to an aggregate nominal amount of £7,229,740 and (ii) to the allotment of Preference Shares up to an aggregate nominal amount of £1,000,000 such authority to expire on the date which is the earlier of the conclusion of the next annual general meeting of the Company and 15 months from the passing of the resolution.

Ordinary resolutions

3. To receive the report and accounts of the Company for the period from 1 January 2018 to 31 December 2018.
4. To re-appoint Crowe UK LLP as auditors to hold office until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
5. To authorise the Company's Directors to set the remuneration of the auditors.

BY ORDER OF THE BOARD

Adrian Wyn-Griffiths
Director and Company Secretary,
Cleantech Building Materials Plc

Dated: 3 May 2019

Registered Office: 7 Trebeck Street, London W1J 7LU

NOTES

1. Shareholders entitled to attend and vote at the meeting may appoint a proxy or proxies to attend and speak on their behalf. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company. To appoint more than one proxy you may photocopy the Proxy Form which accompanies this notice. Investors who hold their shares through a nominee may wish to attend the meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker. Shareholders are invited to complete and return the enclosed Proxy Form. Completion of the Proxy Form will not prevent a Shareholder from attending and voting at the meeting if subsequently he/she finds they are able to do so. To be valid, completed Proxy Forms must be received at the offices of the Company's registrars, Neville Registrars Limited, Neville House, Steelpark House, Halesowen, West Midlands, B62 8HD, by not later than 9.00 a.m. on Friday 24 May 2019 (being 48 hours prior to the time fixed for the meeting excluding any part of a day that is not a working day) or, in the case of an adjournment, as at 48 hours prior to the time of the adjourned meeting.
2. Representatives of Shareholders which are corporations attending the meeting should produce evidence of their appointment by an instrument executed in accordance with section 44 of the Companies Act 2006 or signed on behalf of the corporation by a duly authorised officer or agent and in accordance with article 22.5 of the Company's articles of association.
3. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
4. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those holders of Ordinary Shares registered in the register of members of the Company at 9.00 a.m. on Friday 24 May 2019 (being 48 hours prior to the time fixed for the meeting excluding any part of a day that is not a working day) shall be entitled to attend and vote at the AGM in respect of such number of shares registered in their name at that time. Changes to entries in the register of members after 9.00 a.m. on Friday 24 May 2019 shall be disregarded in determining the rights of any person to attend or vote at the meeting.