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中國稀土控股有限公司

China Rare Earth Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 769)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Rare Earth Holdings Limited (the “**Company**”) will be held at Conference Centre, China Rare Earth Holding Limited, Huguang Road, Yangan Village, Dingshu Town, Yixing City, Jiangsu Province, PRC, on Thursday, 16 June 2022 at 10:30 a.m. to consider and, if thought fit, transact the following ordinary business. Capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 28 April 2022 to the Shareholders (the “**Circular**”) unless otherwise specified.

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 and the Directors’ report and the Independent Auditor’s report thereon.
2. To re-elect Mr. Jiang Quanlong as an executive Director.
3. To re-elect Mr. Jiang Dawei as an executive Director.
4. To re-elect Mr. Jin Zhong (who has served as an independent non-executive Director for more than 9 years) as an independent non-executive Director.
5. To authorise the Board to fix the remuneration of the Directors.
6. To re-appoint Ascenda Cachet CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.

7. To consider and, if thought fit, pass with or without modifications the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Listing Rules, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for shares, which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period in accordance with all applicable laws, rules and regulations;
- (c) the total number of issued Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (1) a Rights Issue (as hereinafter defined); or
 - (2) any share option scheme of the Company; or
 - (3) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles and other relevant regulations; or
 - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed twenty per cent (20%) of the total number of issued Shares at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution), and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;

- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles to be held; and
- (3) the revocation or variation of the mandate granted under this resolution by an ordinary resolution of the members of the Company in general meeting.

“Rights Issue” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s Register of Members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

8. To consider and, if thought fit, pass with or without modifications the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase Shares on the Stock Exchange, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed ten per cent (10%) of the total number of issued Shares at the date of passing this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution) and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles to be held; and
- (3) the revocation or variation of the mandate granted under this resolution by an ordinary resolution of the members of the Company in general meeting.”

9. As special business, to consider and, if thought fit, pass with or without modifications the following resolution as an ordinary resolution:

“**THAT** conditional on the passing of resolutions No. 7 and 8 as set out above, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution No. 7 above be and is hereby extended by the addition thereto of the number of the Shares purchased or agreed to be purchased by the Company under the authority granted pursuant to resolution No. 8 above, provided that such amount shall not exceed ten per cent (10%) of the total number of issued Shares at the date of passing this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution).”

10. As special business, to consider, and if thought fit, pass the following special resolution:

SPECIAL RESOLUTION

“**THAT:**

- (a) the Proposed Amendments as set out in Appendix III to the Circular be approved;
- (b) the Amended Articles (incorporating amendments stated in the paragraph (a) of resolution No. 10 above, a copy of which has been produced to this meeting and marked “A” and signed by the chairman of this meeting for identification purpose is produced to this meeting) in substitution for and to the exclusion of the existing Articles with immediate effect after the close of this meeting be and is hereby approved; and

- (c) the Directors be and are hereby authorised to do all things necessary to implement the adoption of the Amended Articles, including but not limited to the execution of any and all documents and attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong as may be necessary in connection therewith.”

By Order of the Board
China Rare Earth Holdings Limited
LAW Lap Tak
Company Secretary

Hong Kong, 28 April 2022

Principal Place of Business in Hong Kong:
Unit 1011, 10/F., Harbour Crystal Centre
100 Granville Road
Tsim Sha Tsui
Kowloon, Hong Kong

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.creh.com.hk) in accordance with the Listing Rules.
2. A member entitled to attend and vote at the meeting mentioned above is entitled to appoint in written form one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar (the “**Branch Registrar**”), Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time of the above meeting (i.e. no later than 10:30 a.m. on Tuesday, 14 June 2022) or any adjournment thereof.
4. The Register of Members of the Company will be closed from Monday, 13 June, 2022 to Thursday, 16 June 2022 (both days inclusive), during which period no transfer of the Company’s shares will be effected. In order to determine the entitlement to attend and vote at the Annual General Meeting, all share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Branch Registrar at Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 10 June 2022.

5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof, and in such case, the form of proxy previously submitted shall be deemed to be revoked.
6. In relation to resolutions Nos. 2 to 4 above, details of Directors standing for re-election are set out in Appendix II to the Circular.
7. In relation to resolution No. 7 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the shareholders.
8. In relation to resolution No. 8 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances, which they deem appropriate for the benefit of the shareholders.
9. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
10. The Company has taken measures for the prevention and control of the spread of COVID-19 at the Annual General Meeting. Subject to the development of COVID-19 and to the relevant permitted under law, the Company may implement further changes and arrangements at the Annual General Meeting.

As at the date of this notice, the Board of the Company consists of Ms. Qian Yuanying, Mr. Jiang Quanlong, Mr. Jiang Dawei and Mr. Jiang Cainan as executive Directors and Mr. Huang Chunhua, Mr. Jin Zhong and Mr. Dou Xuehong as independent non-executive Directors.