

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



China Rare Earth Holdings Limited

中國稀土控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 769)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 5 JUNE 2015**

At the annual general meeting (the “AGM”) of China Rare Earth Holdings Limited (the “Company”) held on 5 June 2015, all the proposed resolutions as set out in the notice of the AGM were duly passed by way of poll. The poll results are as follows:

| Ordinary Resolutions | | Number of Votes (%) | |
|----------------------|---|--------------------------|--------------------|
| | | For | Against |
| 1. | To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2014 and the Directors’ report and the Independent Auditor’s report thereon. | 608,364,349 (100.00%) | 0 (0.00%) |
| 2A. | To re-elect Mr. Jiang Cainan as an executive Director. | 608,384,349 (100.00%) | 0 (0.00%) |
| 2B. | To authorise the Board of Directors to fix the Directors’ remuneration. | 608,374,349 (100.00%) | 0 (0.00%) |
| 3. | To elect Mr. Jin Zhong (who has served as an independent non-executive Director for more than 9 years) as an independent non-executive Director and to authorise the Board of Directors to fix his remuneration. | 607,634,321 (99.88%) | 740,028 (0.12%) |
| 4. | To re-appoint the retiring auditor, Crowe Horwath (HK) CPA Limited and to authorise the Board of Directors to fix its remuneration. | 608,384,349 (100.00%) | 0 (0.00%) |

| | | | |
|----|--|--------------------------|------------------------|
| 5. | To give a general mandate to the Directors to allot, issue and deal with unissued shares not exceeding 20% of the total number of issued shares of the Company. | 528,845,400 (86.93%) | 79,538,949 (13.07%) |
| 6. | To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company. | 608,384,349 (100.00%) | 0 (0.00%) |
| 7. | To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of an amount not exceeding the amount of shares repurchased by the Company. | 528,845,400 (86.93%) | 79,538,949 (13.07%) |

As a majority of the votes were cast in favour of each of the resolutions, all resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the number of issued shares of the Company was 1,672,643,059 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. There were no shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the shareholders has stated their intention in the Company’s circular dated 24 April 2015 to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company’s retiring auditor, Crowe Horwath (HK) CPA Limited, acted as the scrutineer for the vote taking at the AGM.

By Order of the Board
Law Lap Tak
Company Secretary

Hong Kong, 5 June 2015

As at the date of this announcement, the directors of the Company are as follows:
Executive directors: Mr. Jiang Quanlong, Ms. Qian Yuanying and Mr. Jiang Cainan
Independent non-executive directors: Mr. Huang Chunhua, Mr. Jin Zhong and Mr. Wang Guozhen