

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China Rare Earth Holdings Limited (“**Company**”) will be held at Basement II, The Boardroom, The Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong, on Thursday, 2 July 2015 at 2:30 p.m. for the following purpose:

### **ORDINARY RESOLUTION**

**“THAT**

the authorised share capital of the Company be increased from HK\$200,000,000 divided into 2,000,000,000 shares of HK\$0.10 (the “**Shares**”) each to HK\$400,000,000 divided into 4,000,000,000 Shares by the creation of an additional 2,000,000,000 new Shares (“**Increase in Authorised Share Capital**”); and any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

By Order of the Board  
**China Rare Earth Holdings Limited**  
**JIANG Quanlong**  
*Chairman*

Hong Kong, 15 June 2015

*Principal Place of Business in Hong Kong:*  
15/F, Club Lusitano,  
16 Ice House Street,  
Central, Hong Kong

*Notes:*

- (a) A member entitled to attend and vote at the meeting may appoint a proxy or, if holding two or more shares, more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjournment thereof.
- (c) To be valid, the form of notice of appointment of corporate representative, in the case of appointment by a shareholder which is a corporate shareholder other than a clearing house, must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or adjournment thereof.
- (d) Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting (or any adjournment thereof) if you so wish.
- (e) Where there are joint registered holders of any 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 meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect such Share shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, the executive Directors are Mr. Jiang Quanlong, Ms. Qian Yuanying, Mr. Jiang Cainan and the independent non-executive Directors are Mr. Huang Chunhua, Mr. Jin Zhong and Mr. Wang Guozhen.*