

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 RESULT OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 2 JULY 2015**

At the extraordinary general meeting (the “**EGM**”) of China Rare Earth Holdings Limited (the “**Company**”) held on 2 July 2015, the proposed resolution as set out in the notice of the EGM was duly passed by way of poll. The poll result is as follows:

Ordinary Resolution		Number of Votes (%)	
		For	Against
1.	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.	622,423,647 (99.94%)	350,000 (0.06%)

As a majority of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.

As at the date of the EGM, 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 resolution at the EGM. There were no shares entitling the holder to attend and abstain from voting in favour at the EGM 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 resolution at the EGM. None of the shareholders has stated their intention in the Company’s circular dated 15 June 2015 to vote against or to abstain from voting on the resolution at the EGM.

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

By Order of the Board
Law Lap Tak
Company Secretary

Hong Kong, 2 July 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