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## **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)

### **VOTING RESULTS AT THE ANNUAL GENERAL MEETING HELD ON 4 JUNE 2004**

At the annual general meeting ("AGM") of China Rare Earth Holdings Limited ("Company") held on 4 June 2004, a poll was demanded by the Chairman of the AGM for the voting on the resolution in relation to the re-election of Mr Huang Chunhua as a director of the Company. Since Mr Huang Chunhua beneficially owned 2,868,000 Shares (each, a "Share") of HK\$0.10 each in the Company as at the date of the AGM, he abstained from voting on such resolution. The Company's auditors, Ho and Ho & Company, Certified Public Accountants, acted as scrutineer for the vote-taking at the AGM.

The aforementioned resolution was unanimously passed by the shareholders of the Company attending the AGM with 668,070,000 Shares voting for and no Share voting against the resolution.

Other resolutions (including those approving (i) the termination of the share option scheme of the Company adopted pursuant to a written resolution of the sole shareholder of the Company passed on 29 September 1999 and (ii) the adoption of a new share option scheme by the Company) set out in the notice of the AGM published on 29 April 2004 were duly passed as special/ordinary resolutions at the AGM on a show of hands.

At the date of the AGM, the total issued share capital of the Company was 986,953,059 Shares, which was the total number of Shares entitling the holders to attend and vote on the resolutions at the AGM, and there was no Share in the Company entitling the holder to attend and vote only for or against the resolutions proposed at the AGM. Each of the shareholder of the Company present in person or by proxy at the AGM had one vote for every Share of which he was the holder.

As at the date of this announcement, the directors of the Company are as follows:

*Executive directors:*

Jiang Quanlong  
Qian Yuanying  
Fan Yajun

*Independent non-executive directors:*

Liu Yujiu  
Huang Chunhua, Charles

By Order of the board of Directors  
**China Rare Earth Holdings Limited**  
**Law Lap Tak**  
*Company Secretary*

Hong Kong, 4 June 2004