



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)

PROXY FORM

**Form of proxy for use by shareholders at the annual general meeting
to be convened at 10:30 a.m. on Friday, 6 June 2014
at Basement II, The Boardroom, The Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road,
Wanchai, Hong Kong**

I/We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) shares of HK\$0.10 each in the
capital of China Rare Earth Holdings Limited (“Company”), hereby appoint the Chairman of the annual general meeting of the
Company (“Meeting”) or _____
of _____
to act as my/our proxy ^(note c) at the Meeting to be held at 10:30 a.m. on Friday, 6 June 2014 at Basement II, The Boardroom, The
Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong and at any adjournment thereof and to vote on
my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

		FOR ^(note d)	AGAINST ^(note d)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2013 and the Directors’ report and the Independent Auditor’s report thereon.		
2A.	To re-elect Ms. Qian Yuanying as an executive Director.		
2B.	To authorise the Board of Directors to fix the Directors’ remuneration.		
3.	To elect Mr. Huang Chunhua (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.		
4.	To re-appoint the retiring auditor, Crowe Horwath (HK) CPA Limited and to authorise the Board of Directors to fix its remuneration.		
5.	To give a general mandate to the Directors to allot, issue and deal with unissued shares not exceeding 20% of the issued share capital of the Company.		
6.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company.		
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.		
8.	To adopt the New Scheme Option Scheme.		

Date _____ Signature **X** _____ **X** ^(notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed as your proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant jointly registered share shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notariarily certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- 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.