



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 extraordinary general meeting  
to be convened at 2:30 p.m. on Thursday, 2 July 2015  
at Basement II, The Boardroom, The Wharney Guang Dong Hotel Hong Kong,  
57-73 Lockhart Road, Wanchai, Hong Kong

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ <sup>(note b)</sup> shares of HK\$0.10 each in the  
capital of China Rare Earth Holdings Limited ("Company"), hereby appoint the Chairman of the extraordinary general  
meeting of the Company ("Meeting") or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note c)</sup> at the Meeting to be held at 2:30 p.m. on Thursday, 2 July 2015 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 <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
To approve the increase in the authorised share capital of the Company from HK\$200,000,000 divided into 2,000,000,000 Shares of HK\$0.1 (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 of HK\$0.1 each in the Company.		

*Note:* For full text of the above resolution, please refer to the EGM Notice.

Date \_\_\_\_\_ Signature \_\_\_\_\_ <sup>(notes e, f, g and h)</sup>

*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 the resolution set out above, please tick ("✓") the boxes marked "For". If you wish to vote against the resolution, please tick ("✓") the boxes marked "Against". If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution; or if in respect of the proposed resolution there is no specific direction, the proxy will, in relation to the proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on the 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 are 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 notarially 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 thereof.
- Any alteration made to this form should be initialed 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.