



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 Thursday, 16 June 2022
at Conference Centre, China Rare Earth Holdings Limited, Huguang Road, Yangan Village,
Dingshu Town, Yixing City, Jiangsu Province, PRC (or at any adjournment thereof)**

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 (the "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 Thursday, 16 June 2022 at Conference Centre, China Rare Earth Holdings
Limited, Huguang Road, Yangan Village, Dingshu Town, Yixing City, Jiangsu Province, PRC, 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.

ORDINARY RESOLUTIONS		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 2021 and the Directors' report and the Independent Auditor's report thereon.		
2.	To re-elect Mr. Jiang Quanlong as an executive director of the Company.		
3.	To re-elect Mr. Jiang Dawei as an executive director of the Company.		
4.	To re-elect Mr. Jin Zhong (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director of the Company.		
5.	To authorise the board of directors of the Company (the "Board") to fix the remuneration of the directors of the Company.		
6.	To re-appoint Ascenda Cachet CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.		
7.	To give a general mandate to the directors of the Company to allot, issue and deal with unissued shares not exceeding 20% of the total number of issued shares of the Company.		
8.	To give a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company.		
9.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of an amount not exceeding the amount of shares repurchased by the Company.		
SPECIAL RESOLUTION			
10.	To approve the proposed amendments to the existing articles of association of the Company as set out in Appendix III to the circular of the Company dated 28 April 2022 and to adopt the amended and restated articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.		

For full text of the above resolutions, please refer to the notice of the Meeting dated 28 April 2022.

Date _____ Signature _____ ^(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 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 share 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 (i.e. no later than 10:30 a.m. on Tuesday, 14 June 2022) or any adjournment thereof.
- 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, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
By email to: hkinfo@computershare.com.hk