

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

GRANT OF SHARE OPTIONS

This announcement is made by China Rare Earth Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that on 30 November 2022 (the “**Date of Grant**”), the Company offered to grant 100,000,000 share options (the “**Share Option(s)**”) to certain eligible participants of the Company, including five existing employees of the Group and five proposed employees of the Group (collectively, the “**Grantees**”), to subscribe for an aggregate of 100,000,000 shares of HK\$0.1 each in the capital of the Company (the “**Share(s)**”) under the share option scheme adopted by the Company on 6 June 2014 (the “**Share Option Scheme**”), subject to acceptance of the Grantees and payment of HK\$1.00 by each of the Grantees upon acceptance of the Share Options (the “**Grant**”). None of the Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates.

After the Grant, the number of Shares available for future grant under the Share Option Scheme is 67,264,305 Shares, representing approximately 2.87% of the total issued Shares as at the date of this announcement.

Details of the Grant are as follows:

Date of Grant:	30 November 2022
Number of Share Options granted:	100,000,000 Share Options, each Share Option entitling the Grantee to subscribe for one Share

Exercise price of the Share Options:	<p>HK\$0.510 per Share, representing the highest of:</p> <ul style="list-style-type: none"> (i) the closing price of HK\$0.510 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the Date of Grant, being 30 November 2022; (ii) the average closing price of HK\$0.495 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant, being 23 November 2022 to 29 November 2022; and (iii) HK\$0.1, being the nominal value of the Share.
Closing price of the Shares on the Date of Grant:	HK\$0.510 per Share
Validity period of the Share Options:	From 30 November 2022 to 5 June 2024 (both days inclusive)
Vesting period of the Share Options:	From 30 November 2023 to 5 June 2024 (both days inclusive)
Conditions and/or performance target of the Share Options:	<p>The vesting and exercise of the Share Options for the five proposed employees and one existing employee (the “Existing Employee”) carry conditions and/or performance target as follows:</p> <p>Proposed employees</p> <p>The vesting and exercise of the Share Options for the five proposed employees shall be conditional upon the acceptance of their employment offer as an employee of the Group.</p> <p>The Existing Employee</p> <p>The vesting and exercise of the Share Options for the Existing Employee shall be conditional upon the fulfillment of a performance target of achieving an appraisal target of “good” or above, to be assessed by the remuneration committee of the Board (the “Performance Target”) and was specified in the grant letter of such employee. Unless the Performance Target is met, the Share Options granted to such employee will lapse.</p> <p>Save as mentioned above, there is no condition and performance target for other Grantees.</p>

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined in the Listing Rules) as at the date of this announcement.

On behalf of the Board
China Rare Earth Holdings Limited
Qian Yuanying
Chairman

Hong Kong, 30 November 2022

As at the date of this announcement, the Board consists of Ms. Qian Yuanying, Mr. Jiang Quanlong, Mr. Jiang Dawei and Mr. Jiang Cainan as executive Directors and Mr. Huang Chunhua, Mr. Jin Zhong and Mr. Dou Xuehong as independent non-executive Directors.