

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)

**(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTOR, CHAIRMAN OF THE REMUNERATION COMMITTEE
AND MEMBER OF THE AUDIT COMMITTEE AND NOMINATION
COMMITTEE; AND**

(2) COMPLIANCE WITH THE LISTING RULES

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHAIRMAN OF THE REMUNERATION COMMITTEE AND MEMBER OF THE
AUDIT COMMITTEE AND NOMINATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of China Rare Earth Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Mr. Huang Shuwei (黃樹威) (“**Mr. Huang**”) has been appointed as (i) an independent non-executive Director; (ii) the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”); and (iii) a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company.

Mr. Huang, aged 83, is experienced in the rare earth and mining industry in the PRC. Between 1958 and 1996, Mr. Huang was engaged in nuclear mining industry and metallurgical system work at China National Nuclear Corporation (中國核工業集團有限公司). Between 1990 and 1996, Mr. Huang was the mine manager of China National Nuclear Corporation Seven One Three Mine* (中國核工業總公司七一三礦). During his tenure at China National Nuclear Corporation, Mr. Huang was awarded the Certificate for Young and Middle-aged Experts with Outstanding Contributions* (中青年有突出貢獻專家證書).

Mr. Huang has entered into an appointment letter with the Company in respect of his appointment as an independent non-executive Director for a two-year term commencing from the date of his appointment, subject to retirement from office and election at the annual general meetings (“**AGM(s)**”) of the Company and vacation of office in accordance with the provisions of the articles of association of the Company. As specified in the appointment letter of Mr. Huang, he is entitled to a monthly director’s fee of RMB3,000 payable by the Company. Such director’s fee has been fixed with reference to Mr. Huang’s duties and responsibilities in the Company and the prevailing market conditions and practice. Mr. Huang’s directors fee is subject to review of the Remuneration Committee from time to time and will be subject to approval of the Company’s shareholders at the next AGM.

As at the date of this announcement, (i) Mr. Huang did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) he did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he did not hold other positions with other members of the Group.

Mr. Huang has confirmed (i) his independence in accordance with Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries and has no connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) he is not aware of any factor that affects or may affect his independence in acting as an independent non-executive Director as at the date of this announcement.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules relating to the appointment of Mr. Huang as an independent non-executive Director and there are no other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its warmest welcome to Mr. Huang for joining the Company.

COMPLIANCE WITH THE LISTING RULES

Reference is made to the announcement of the Company dated 11 January 2024 in relation to, among others, the passing away of Mr. Dou Xuehong, a former independent non-executive Director on 30 December 2023.

Following the appointment of Mr. Huang as an independent non-executive Director and a member of the Audit Committee, the Company has re-complied with (i) Rule 3.10(1) of the Listing Rules that the Board must include at least three independent non-executive Directors; (ii) Rule 3.21 of the Listing Rules that the Audit Committee must comprise a minimum of three members; and (iii) Rule 3.25 of the Listing Rules that the Remuneration Committee must be chaired by an independent non-executive Director.

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

Hong Kong, 2 April 2024

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. Huang Shuwei as independent non-executive Directors.

* *For identification purpose only*