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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)

**COMPLETION OF
DISCLOSEABLE TRANSACTION IN RELATION TO
ACQUISITION OF TUNGSTEN BARS
INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER
GENERAL MANDATE**

Reference is made to the announcements of China Rare Earth Holdings Limited (the “**Company**”) dated 28 May 2025 and 11 June 2025 (the “**Announcements**”) in relation to the discloseable transaction in relation to the Acquisition of the Tungsten Bars between the Vendor, the Purchaser and the Company. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that as the conditions precedents under the Agreement have been fulfilled on 15 June 2025 and the Completion took place on 16 June 2025 in accordance with the terms and conditions of the Agreement.

Pursuant to the Agreement, the Company allotted and issued 400,000,000 new Shares to the Vendor (or such designated party as the Vendor may direct) at the Issue Price of HK\$0.375 per Consideration Share, representing approximately 14.3% of the enlarged issued share capital of the Company immediately after the allotment and issuance of the Consideration Shares under the General Mandate granted by the Shareholders at the AGM held on 21 June 2024.

EFFECT ON SHAREHOLDING STRUCTURE TO THE COMPANY

Accordingly, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, the shareholding structure of the Company immediately before and after the Completion is shown below for reference purpose only:

Shareholders	Immediately before Completion		Immediately upon Completion	
	Shares	%	Shares	%
YY Holdings Limited (<i>Note 1</i>)	707,179,200	29.6	707,179,200	25.3
Praise Fortune Limited (<i>Note 1</i>)	21,000,000	0.9	21,000,000	0.8
Ms. Ong Shing Lan (<i>Note 2</i>)	–	–	400,000,000	14.3
Public Shareholders	<u>1,662,271,081</u>	<u>69.5</u>	<u>1,662,271,081</u>	<u>59.6</u>
Total	<u>2,390,450,281</u>	<u>100.00</u>	<u>2,790,450,281</u>	<u>100.00</u>

Notes:

1. The entire equity interest of YY Holdings Limited and Praise Fortune Limited are deemed to be ultimately held by Mr. Jiang Quanlong, a Director of the Company, and Ms. Qian Yuanying, who is spouse of Mr. Jiang Quanlong.
2. Ms. Ong Shing Lan (王心蘭) is the sole shareholder and sole director of the Vendor, being Multiple View International Limited (眾景國際有限公司).

By order of the Board
China Rare Earth Holdings Limited
Jiang Quanlong
Joint Acting Chairman

Hong Kong, 16 June 2025

As at the date of this announcement, the Board consists of Mr. Jiang Quanlong, Mr. Jiang Dawei and Ms. Guo Jinying as executive Directors, Ms. Huang Liu as non-executive Director, and Mr. Huang Chunhua, Mr. Man Kong Yui and Mr. Kang Shuaijie as independent non-executive Directors.