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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 20 JUNE 2025
AND
RETIREMENT OF DIRECTORS**

Reference is made to the circular of China Rare Earth Holdings Limited (the “**Company**”) (the “**Circular**”) and the notice (the “**Notice**”) of the Company’s annual general meeting (“**AGM**”) both dated 30 April 2025. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Notice and the Circular.

POLL RESULTS OF ANNUAL GENERAL MEETING

The poll results in respect of all the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (Approximately %)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2024 and the Directors’ report and the Independent Auditor’s report thereon.	417,617,644 (99.668145%)	1,390,500 (0.331855%)
2.	To re-elect Ms. Guo Jinying as an executive director of the Company.	419,008,144 (100%)	0 (0.00%)
3.	To re-elect Ms. Huang Liu as a non-executive director of the Company.	17,954,196 (4.284928%)	401,053,948 (95.715072%)
4.	To re-elect Mr. Huang Chunhua (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director of the Company.	17,931,696 (4.279558%)	401,076,448 (95.720442%)
5.	To re-elect Mr. Man Kong Yui as an independent non-executive director of the Company.	418,985,644 (99.994630%)	22,500 (0.005370%)
6.	To re-elect Mr. Kang Shuaijie as an independent non-executive director of the Company.	418,985,644 (99.994630%)	22,500 (0.005370%)

Ordinary Resolutions		Number of Votes (Approximately %)	
		For	Against
7.	To authorise the board of directors of the Company (the “ Board ”) to fix the remuneration of the directors of the Company.	418,986,144 (99.994750%)	22,000 (0.005250%)
8.	To re-appoint Ascenda Cachet CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.	418,983,144 (99.994034%)	25,000 (0.005966%)
9.	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.	400,095,198 (95.486258%)	18,912,946 (4.513742%)
10.	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.	419,003,144 (99.998807%)	5,000 (0.001193%)
11.	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.	400,115,198 (95.491031%)	18,892,946 (4.508969%)

The full text of the above resolutions is set out in the Notice.

As a simple majority of the votes were cast in favour of each of the resolutions numbered 1, 2 and 5 to 11 above, such resolutions were duly passed as ordinary resolutions.

As less than a simple majority of the votes were cast in favour of the resolutions numbered 3 and 4 above, such resolutions proposed at the AGM were not passed.

As at the date of the AGM, the total number of shares of the Company in issue was 2,790,450,281 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. The Company does not have any treasury shares (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Listing Rules.

No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote taking at the AGM.

All Directors attended the AGM in person or by way of electronic means.

RETIREMENT OF DIRECTORS

As stated in the Circular, Ms. Huang Liu (“**Ms. Huang**”) and Mr. Huang Chunhua (“**Mr. Huang**”) would retire at the AGM in accordance with the Articles. As the resolutions for re-election of Ms. Huang and Mr. Huang were not passed by the Shareholders at the AGM, Ms. Huang has retired as non-executive Director and Mr. Huang has retired as independent non-executive Director with effect from the conclusion of the AGM (the “**Retirement**”).

Following the Retirement, Mr. Huang also retired as the chairman of the audit committee of the Company, each of the members of the remuneration committee and nomination committee of the Company.

The Company extends its appreciation to Ms. Huang and Mr. Huang for their contribution to the Company during their tenure of office.

Accordingly, the number of the independent non-executive directors (“**INED**”) of the Company falls short of the minimum number required under Rule 3.10(1) of the Listing Rules; at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10(2) of the Listing Rules. The composition of the audit committee of the Company does not meet the requirement under Rule 3.21 of the Listing Rules.

The Company will seek suitable candidate to fill the vacancy of INED and chairman of the audit committee of the Company within three months from 20 June 2025 pursuant to Rule 3.11 and Rule 3.23 of the Listing Rules. The Company will make further announcement as and when appropriate.

By Order of the Board
China Rare Earth Holdings Limited
Guo Jinying
Joint Acting Chairman

Hong Kong, 20 June 2025

As at the date of this announcement (given that the Retirement takes effect on the date of this announcement), the Board consists of Mr. Jiang Quanlong, Mr. Jiang Dawei and Ms. Guo Jinying as executive Directors; and Mr. Man Kong Yui and Mr. Kang Shuaijie as independent non-executive Directors.