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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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CONTINUED SUSPENSION OF TRADING**

The Board (the “**Board**”) of directors (the “**Director(s)**”) of China Rare Earth Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) announces that with effect from 12 September 2025:

1. Mr. Kang Shuaijie (“**Mr. Kang**”) has resigned as an independent non-executive Director, a member of each of the audit committee (the “**Audit Committee**”) of the Company, the nomination committee (the “**Nomination Committee**”) of the Company and the independent investigation committee (the “**Independent Investigation Committee**”) of the Company and the chairman of the remuneration committee (the “**Remuneration Committee**”) of the Company in order to occupy more time to his other business commitments; and
2. Mr. Ma Siu Kit (former name: Ma Man Wai) (“**Mr. Ma**”) has been appointed as an independent non-executive Director, a member of each of the Audit Committee, the Nomination Committee and Independent Investigation Committee and the chairman of the Remuneration Committee.

Mr. Kang has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Kang for his valuable contribution to the Company during his tenure of office.

Biographical Detail of Mr. Ma

Mr. Ma, aged 56, obtained a bachelor degree in business (accountancy) from Queensland University of Technology in Australia. He is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Ma is a seasoned professional in accounting with over 20 years of relevant experience in accounting firms and various enterprises. Mr. Ma has been the company secretary of China Boton Group Company Limited (formerly known as China Flavors and Fragrances Company Limited) (stock code: 3318) since September 2005. Mr. Ma has been the independent non-executive director of eprint Group Limited (stock code: 1884) since 30 December 2016. Mr. Ma was the independent non-executive director of China Kangda Food Company Limited (stock code: 834) from 15 December 2022 to 22 January 2024.

Mr. Ma 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)”) 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. Ma, he is entitled to a monthly director’s fee of HK\$15,000.00 payable by the Company. Such director’s fee has been fixed with reference to Mr. Ma’s duties and responsibilities in the Company and the prevailing market conditions and practice. Mr. Ma’s director’s 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.

Save as disclosed above, as at the date of this announcement, Mr. Ma (i) does not hold any other positions with the Company or other members of the Group; (ii) does not, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company; and (iv) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Ma has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there is no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, as of the date of this announcement, there are no other matters concerning the appointment of Mr. Ma that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to extend a warm welcome to Mr. Ma for joining the Board.

CONTINUED SUSPENSION OF TRADING

Trading in the Shares on the Stock Exchange has been suspended since 1:45 p.m. on 18 June 2025 and will remain suspended until the Company meets all Resumption Guidance, Additional Resumption Guidance, remedies the issues causing its trading suspension and fully complies with the Listing Rules to the Stock Exchange's satisfaction.

Shareholders and potential investors are accordingly advised to exercise caution when dealing in the securities of the Company.

By order the Board
China Rare Earth Holdings Limited
Guo Jinying
Executive Director

Hong Kong, 12 September 2025

As at the date of this announcement and immediately following the abovementioned appointment, the Board consists of Ms. Guo Jinying as executive Director, Mr. Man Kong Yui, Prof. Yip Tze Wai Albert and Mr. Ma Siu Kit as independent non-executive Directors.