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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)

RESIGNATION OF DIRECTORS AND COMPANY SECRETARY; AND NON-COMPLIANCE WITH THE LISTING RULES

The board (the "**Board**") of directors (the "**Directors**") of China Rare Earth Holdings Limited (the "**Company**") announces that with effect from 12 June 2026:

RESIGNATION OF DIRECTORS AND COMPANY SECRETARY

(i) Ms. Guo Jinying ("**Ms. Guo**") has tendered her resignation as an executive Director and the acting chairman of the Board due to her decision to devote more time for her other business commitments;

(ii) Mr. Kang Ding ("**Mr. Kang**") has tendered his resignation as an executive Director due to his decision to devote more time for his other business commitments;

(iii) Prof. Yip Tze Wai Albert ("**Prof. Yip**") has tendered his resignation as (i) an independent non-executive Director; (ii) the chairman of the audit committee of the Company; and (iii) a member of each of the remuneration committee and the nomination committee of the Company due to his decision to devote more time for his other business commitments; and

(iv) Ms. Tsui Mei Fung ("**Ms. Tsui**") has tendered her resignation as (i) the company secretary of the Company; (ii) an authorised representative pursuant to Rule 3.05 of the Listing Rules; and (iii) the authorised representative for accepting service of process or notice on behalf of the Company in Hong Kong under Rule 19.05(2) of the Listing Rules and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Ms. Guo, Mr. Kang and Prof. Yip have confirmed that (i) they have no disagreement with the Board; and (ii) there is no matter in relation to their resignations that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the shareholders of the Company (the "**Shareholders**").

The Board would like to express its appreciation and gratitude to Ms. Guo, Mr. Kang, Prof. Yip and Ms. Tsui for their valuable contributions to the Company during their tenure of office.

NON-COMPLIANCE WITH THE LISTING RULES

Following the above-mentioned resignations, the Company does not comply with the following requirements under the Rules (the "**Listing Rules**") Governing the Listing of Securities on the Stock Exchange:

(1) Rule 3.10(1) of the Listing Rules which stipulates that the board must include at least three independent non-executive directors;

(2) Rule 3.10(2) of the Listing Rules which stipulates that at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise;

(3) Rule 3.21 of the Listing Rules which stipulates that the audit committee must comprise a minimum of three members;

(4) Rule 3.25 of the Listing Rules which stipulates that the remuneration committee must be chaired by an independent non-executive director and comprise a majority of independent non-executive directors;

(5) Rule 3.27A of the Listing Rules which stipulates that the nomination committee must be chaired by the chairman of the board or an independent non-executive director and comprise a majority of independent non-executive directors;

(6) Rule 3.28 of the Listing Rules which stipulates that the issuer must appoint as its company secretary;

(7) Rule 3.05 of the Listing Rules which stipulates that an issuer must appoint two authorised representatives; and

(8) Rule 3.10A of the Listing Rules which stipulates that the number of independent non-executive directors shall represent at least one-third of the Board.

In this connection, the Company will make its best efforts to identify suitable candidates for the above-mentioned outstanding positions to ensure that the vacancies be filled in as soon as practicable in accordance with the requirements of the Listing Rules to ensure compliance by the Company with the Listing Rules mentioned above. The Company will make further announcement(s) as and when appropriate in this regard.

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 set by the Stock Exchange, 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 advised to exercise caution when dealing in the securities of the Company.

By order of the Board
China Rare Earth Holdings Limited
Liu Yuk Ming
Non-Executive Director

Hong Kong, 12 June 2026

As at the date of this announcement and immediately following the abovementioned resignations, the Board consists of Mr. Liu Yuk Ming as non-executive Director.