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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)

(I) APPOINTMENT OF EXECUTIVE DIRECTOR AND CHAIRMAN OF THE BOARD; (II) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE AUDIT COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE AND NOMINATION COMMITTEE; (III) APPOINTMENT OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVES AND (IV) 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:

1. Mr. Han Yongfeng ("**Mr. Han**") has been appointed as an Executive Director and the chairman of the Board;

2. Ms. Chen Li, ("**Ms. Chen**") has been appointed as an Executive Director and one of the Authorized Representatives pursuant to Rule 3.05 of the Listing Rules;

3. Mr. Wu Wenchang ("**Mr. Wu**"), has been appointed 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; and

4. Ms. Tam Tsz Yan ("**Ms. Tam**") has been appointed as (i) the Company Secretary, (ii) one of the Authorized Representatives 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)..

Biographical Details of Mr. Han

Mr. Han, aged 34, holds a bachelor's degree from Zhengzhou University. Mr. Han has served as Deputy General Manager at Siam Air Transport Co., Limited since September 2014, with extensive experience in overall company operation, strategic planning, daily business management, team coordination and aviation industry operational optimization.

Mr. Han has entered into a service contract with the Company for an initial term of three years commencing from 12 June 2026, 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 (the "**Articles**"). As specified in the service contract, he is entitled to a monthly director's fee of HK$30,000 payable by the Company. Such director's fee has been fixed with reference to Mr. Han's duties and responsibilities in the Company and the prevailing market conditions and practice. Mr. Han's director's fee is subject to review of the remuneration committee (the "**Remuneration Committee**") of the Company 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. Han 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 (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**")) 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) (the "**SFO**").

Biographical Details of Ms. Chen

Ms. Chen, aged 37, holds a bachelor's degree from Zhongnan University of Economics and Law. She worked as a financial staff at Hubei East Star International Travel Service Co., Ltd. from September 2010 to March 2025, and has been serving as a Financial Manager at Hybrid Kinetic Group Limited (HKEx. 1188). since March 2025, boasting solid professional financial capabilities and rich practical experience in corporate financial management accumulated over years of industry work.

Ms. Chen has entered into a service contract with the Company for an initial term of three years commencing from 12 June 2026, subject to retirement from office and election at the AGM of the Company and vacation of office in accordance with the Articles. As specified in the service contract, she is entitled to a monthly director's fee of HK$20,000 payable by the Company. Such director's fee has been fixed with reference to Ms. Chen's duties and responsibilities in the Company and the prevailing market conditions and practice. Ms. Chen's director's fee is subject to review of the Remuneration Committee of the Company 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, Ms. Chen does not hold any other positions with the Company or other members of the Group; (ii) does not, nor did she 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 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 SFO.

Biographical Details of Mr. Wu

Mr. Wu, aged 45, graduated from Hubei University of Science and Technology. He started his career as a Manager at Hankou China International Travel Service Co., Ltd. from July 2003 to August 2006, then served as a Senior Manager at Hubei Rainbow Tourism Development Co., Ltd. from August 2006 to April 2024, and has been working as an Independent Non-Executive Director at Hybrid Kinetic Group Limited (HKEx. 1188) since March 2025, possessing decades of extensive management experience in the tourism industry and corporate governance.

Mr. Wu has entered into an appointment letter with the Company in respect of his appointment as an independent non-executive Director for a two years term commencing from the date of his appointment, subject to retirement from office and election at the AGM of the Company and vacation of office in accordance with the Articles. As specified in the appointment letter of Mr. Wu, he is entitled to a monthly director's fee of HK$20,000 payable by the Company. Such director's fee has been fixed with reference to Mr. Wu's duties and responsibilities in the Company and the prevailing market conditions and practice. Mr. Wu'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.

Save as disclosed above, as at the date of this announcement, (i) Mr. Wu 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 the SFO; (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. Wu has confirmed (i) his independence in accordance with Rule 3.13 of 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. Wu 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.

Biographical Details of Ms. Tam

Ms Tam holds a master's degree in corporate governance. She is currently a member of both The Chartered Governance Institute and The Hong Kong Chartered Governance Institute. Ms. Tam has extensive work experience in the company secretarial profession. Ms. Tam satisfies the qualification requirements for company secretary under Rule 3.28 of the Listing Rules.

The Board would like to take this opportunity to express its warm welcome to Mr. Han , Ms. Chen, Mr. Wu and Ms. Tam for joining the Company.

NON-COMPLIANCE WITH THE LISTING RULES

Following the above-mentioned appointment, the Company does not comply with the following requirements under the Listing Rules:

(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, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under rule 3.10(2);

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

(5) Rule 3.27A of the Listing Rules 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 3.10A of the Listing Rules which stipulates that the number of independent nonexecutive 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, 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 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, the Board consists of Mr. Han Yongfeng and Ms. Chen Li as executive Director; Mr. Liu Yuk Ming as non-executive Directors and Mr. Wu Wenchang as Independent non-executive Director.