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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)

**RESULTS OF THE RIGHTS ISSUE  
ON THE BASIS OF TWO RIGHTS SHARES  
FOR EVERY FIVE EXISTING SHARES HELD ON  
THE RECORD DATE AT HK\$0.60 PER RIGHTS SHARE**

The Board is pleased to announce that as at 4:00 p.m. on Thursday, 30 July 2015, being the latest time for acceptance of, and payment for, the Rights Shares and application for excess Rights Shares, a total of 376 valid acceptances and applications had been received for a total of 5,462,001,992 Rights Shares, which comprise: (i) 197 valid acceptances of the provisional allotment under the PALs in respect of a total of 578,494,095 Rights Shares; and (ii) 179 valid applications for excess Rights Shares under the EAFs in respect of a total of 4,883,507,897 Rights Shares. In aggregate, they represented approximately 816% of the total number of 669,057,222 Rights Shares available for subscription under the Rights Issue. As a result of the over-subscription of the Rights Issue by 4,792,944,770 Rights Shares, the Underwriter's obligations in respect of the Underwritten Shares under the Underwriting Agreement have been fully discharged.

The Rights Issue and the Underwriting Agreement became unconditional after 4:00 p.m. on Friday, 31 July 2015.

The Board has resolved to allot the 90,563,127 Rights Shares available for excess application under the EAFs to those who have applied for excess Rights Shares on a pro rata basis of approximately 1.85% by reference to the number of excess Rights Shares being applied for under each application.

Certificates for fully-paid Rights Shares in respect of valid acceptances of the Rights Shares under the PALs and successful applications for excess Rights Shares under the EAFs will be despatched by ordinary post to those entitled thereto, at their own risk, on or before Friday, 7 August 2015. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (without interest) will be despatched by ordinary post to those entitled thereto, at their own risk, on or before Friday, 7 August 2015.

Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 10 August 2015.

Reference is made to the prospectus issued by the Company on Thursday, 16 July 2015 (the “**Prospectus**”) in relation to the Rights Issue. Unless otherwise defined, all capitalised terms used herein shall have the respective meanings ascribed to them in the Prospectus.

## **RESULTS OF THE RIGHTS ISSUE**

The Board is pleased to announce that as at 4:00 p.m. on Thursday, 30 July 2015, being the latest time for acceptance of, and payment for, the Rights Shares and application for excess Rights Shares, a total of 376 valid acceptances and applications had been received for a total of 5,462,001,992 Rights Shares, which comprise: (i) 197 valid acceptances of the provisional allotment under the PALs in respect of a total of 578,494,095 Rights Shares; and (ii) 179 valid applications for excess Rights Shares under the EAFs in respect of a total of 4,883,507,897 Rights Shares. In aggregate, they represented approximately 816% of the total number of 669,057,222 Rights Shares available for subscription under the Rights Issue. As a result of the over-subscription of the Rights Issue by 4,792,944,770 Rights Shares, the Underwriter’s obligations in respect of the Underwritten Shares under the Underwriting Agreement have been fully discharged. Pursuant to the Irrevocable Undertaking, the Committed Shareholder has subscribed for 212,787,200 Rights Shares provisionally allotted to it.

The Rights Issue and the Underwriting Agreement became unconditional after 4:00 p.m. on Friday, 31 July 2015.

## **EXCESS APPLICATION**

Regarding the 4,883,507,897 excess Rights Shares being applied for by way of application under the EAFs, the Board has resolved to allot the 90,563,127 Rights Shares available for excess application under the EAFs to those who have applied for excess Rights Shares on a pro rata basis of approximately 1.85% by reference to the number of excess Rights Shares being applied for under each application. No preference has been given to topping up odd lots to whole board lots.

The Directors consider that the above allocation of the excess Rights Shares is made on a fair and equitable basis.

## SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, set out below is the shareholding structure of the Company immediately before and after completion of the Rights Issue:

Name of Shareholder	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	Shares	%	Shares	%
<b>Substantial Shareholder</b>				
<i>– Committed Shareholder</i>				
YY Holdings Limited	531,968,000 (Note)	31.8	744,755,200 (Note)	31.8
<b>Public</b>				
– Others	1,140,675,059	68.2	1,596,945,081	68.2
– Underwriter	–	–	–	–
<b>Sub-total of Public</b>	<u>1,140,675,059</u>	<u>68.2</u>	<u>1,596,945,081</u>	<u>68.2</u>
<b>Total:</b>	<b><u>1,672,643,059</u></b>	<b><u>100.00</u></b>	<b><u>2,341,700,281</u></b>	<b><u>100.00</u></b>

*Note:* These shares are held by YY Holdings Limited, the entire issued share capital of which is held by YYT (PTC) Limited, the trustee of YY Trust, the discretionary object of which is a company wholly owned by Ms. Qian Yuanying (a Director), the spouse of Mr. Jiang Quanlong (a Director), and her sons. Ms. Qian Yuanying is a founder of YY Trust within the meaning under Part XV of the Securities and Futures Ordinance. Mr. Jiang Quanlong and Ms. Qian Yuanying are also the directors of YY Holdings Limited.

## DESPATCH OF CERTIFICATES FOR FULLY-PAID RIGHTS SHARES AND REFUND CHEQUES

Certificates for fully-paid Rights Shares in respect of valid acceptances of the Rights Shares under the PALs and successful applications for excess Rights Shares under the EAFs will be despatched by ordinary post to those entitled thereto, at their own risk, on or before Friday, 7 August 2015.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (without interest) will be despatched by ordinary post to those entitled thereto, at their own risk, on or before Friday, 7 August 2015.

## **COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES**

Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 10 August 2015.

The Board would like to thank the Shareholders for their support in this successful Rights Issue. The Directors remain confident that the Group is well-placed in today's environment and that the strength of the Group will lead to opportunity.

By Order of the Board  
**China Rare Earth Holdings Limited**  
**Jiang Quanlong**  
*Chairman*

Hong Kong, 6 August 2015

*As at the date of this announcement, the Board members are (1) Mr. Jiang Quanlong, Ms. Qian Yuanying and Mr. Jiang Cainan as executive Directors; and (2) Mr. Huang Chunhua, Mr. Jin Zhong and Mr. Wang Guozhen as independent non-executive Directors.*