



茲通告中國稀土控股有限公司（「本公司」）謹訂於二零零三年八月八日（星期五）上午十時三十分假座香港灣仔駱克道57-73號香港華美酒店地庫二層會議廳舉行二零零三年度股東週年大會，藉以處理以下事項：

- (1) 省覽及採納截至二零零二年十二月三十一日止年度本公司經審核財務報告及董事會與核數師報告。
- (2) 宣佈派發末期股息。
- (3) 重選行將告退之董事，並授權本公司董事會（「董事會」）釐定董事酬金。
- (4) 重新委聘何錫麟會計師行為本公司核數師，並授權董事會釐定其酬金。
- (5) 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

A. 「動議」：

- (a) 在下文(c)段之限制下，一般及無條件批准董事會在有關期間（定義見本動議(d)段）內行使本公司所有權力，以配發、發行及處理本公司股本中之未發行股份，及訂立或授予可能須行使該等權力之建議、協議及購股權；
- (b) 上文(a)段之批准將授權董事會於有關期間內訂立或授予可能須在有關期間結束後行使該等權力之建議、協議及購股權；

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of China Rare Earth Holdings Limited (the "Company") for the year 2003 will be held at Basement II, The Boardroom, The Wharney Hotel, Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on 8 August 2003 (Friday) at 10:30 a.m. to deal with the following matters:

- (1) To receive and consider the Reports of the Directors and Auditors and the audited Financial Statements of the Company for the year ended 31 December 2002.
- (2) To declare a final dividend.
- (3) To re-elect the retiring Director and to authorize the Board of Directors of the Company (the "Board") to fix his emoluments.
- (4) To re-appoint the retiring auditors, Messrs. Ho and Ho & Company and to authorize the Board to fix their remuneration.
- (5) As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

A. "THAT:

- (a) subject to paragraph (c) below, the exercise by the Board during the Relevant Period (as defined in paragraph (d) of this Resolution) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements and options which would or might be exercised after the end of the Relevant Period;



(c) 董事會根據上文 (a)段之批准所配發或有條件或無條件地同意配發(無論是根據購股權或其他方式)之股本面值總額, 除根據:

- (i) 配售股份(定義見下文): 或
- (ii) 本公司之任何購股權計劃: 或
- (iii) 依據本公司之細則及其他條款規定配發或發行股份以代替全部或部份股息而發行之本公司任何股份外:

不得超過本公司於本決議案通過當日之已發行股本面值總額之20%, 而上述批准須受此數額限制; 及

(d) 就本決議案而言:

「有關期間」指本決議案通過之日至下列任何一項最早發生之期間:

- (i) 本公司下屆股東週年大會結束之日;
- (ii) 任何適用法例或本公司細則規定本公司須舉行下屆股東週年大會之期限屆滿之日; 及
- (iii) 本公司於股東大會通過普通決議案撤銷或修訂本決議案所授權之時。

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (a), otherwise than pursuant to:

- (i) a Rights Issue (as hereinafter defined); or
- (ii) any share option scheme of the Company; or
- (iii) any issue of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company and other relevant regulations;

shall not exceed twenty per cent (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Memorandum and Articles of Association of the Company to be held; and
- (iii) the revocation or variation of the mandate granted under this resolution by ordinary resolution of the members in general meeting.



「配售股份」指董事會於指定期間，向於指定記錄日期名列本公司股東名冊之股東，按其當時之持股比例配售股份之建議，惟董事會有權就零碎配額或考慮任何地區適用於本公司之法律規定之限制或責任或任何獲認可監管機構或任何證券交易所之規定後，作出其認為必須或權宜之豁免或其他安排。」

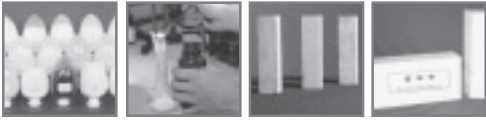
B. 「動議」：

- (a) 在下文(b)段之限制下，一般及無條件批准董事會在有關期間(定義見本動議(c)段)內行使本公司所有權力，以購回本公司之股份，惟須根據任何適用之法例及香港聯合交易所有限公司所不時修訂之規定；
- (b) 本公司在有關期間內根據上文(a)段之批准獲授權可購回之股份面值總額，不得超過本公司於本決議案通過當日之已發行股本面值總額之10%，而上述批准須受此數額限制；及

“Rights Issue” means an offer of shares open for a period fixed by the Board to holders of shares whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the Board during the Relevant Period (as defined in paragraph (c) of this Resolution) of all the powers of the Company to repurchase its shares, subject to and in accordance with all applicable laws and/or the requirements of The Stock Exchange of Hong Kong Limited, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares authorized to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and



(c) 就本決議案而言：

「有關期間」指本決議案通過之日至下列任何一項最早發生之期間：

- (i) 本公司下屆股東週年大會結束之日；
- (ii) 任何適用法例或本公司細則規定本公司須舉行下屆股東週年大會之期限屆滿之日；及
- (iii) 本公司於股東大會通過普通決議案撤銷或修訂本決議案所授權之時。」

C. 「動議在第5A及5B項所載之普通決議案獲正式通過之前題下，擴大於上述第5A項普通決議案授予董事會配發、發行及處理額外股份之一般授權，使根據上述第5B項普通決議案所載之一般授權可購回本公司股本之面值總額增加；惟該增幅不得超過本公司於本決議案通過當日之已發行股本面值總額之10%。」

承董事會命  
公司秘書  
羅納德

香港，二零零三年六月二十六日

(c) for the purpose of this Resolution:

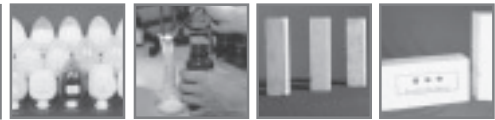
“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Memorandum and Articles of Association of the Company to be held; and
- (iii) the revocation or variation of the mandate granted under this resolution by ordinary resolution of the members in general meeting.”

C. “THAT conditional on the passing of the Ordinary Resolutions No. 5A and 5B as set out above, the general mandate granted to the Board to allot, issue and deal with additional shares pursuant to Ordinary Resolution No. 5A be and is hereby extended by the additional to the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the Ordinary Resolution No. 5B above, provided that such extended amount shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”

By Order of the Board  
Law Lap Tak  
Company Secretary

Hong Kong, 26 June 2003



香港主要營業地點：

香港中環

夏慤道10號

和記大廈618室

*Principal Place of Business in Hong Kong:*

Room 618, Hutchison House

10 Harcourt Road

Central

Hong Kong

附註：

- (1) 任何有權出席上述大會及投票之股東，均有權委任一位或多位代表出席，並代其投票。受委代表毋須為本公司股東。
- (2) 代表委任表格連同授權簽署該代表委任表格之授權書或其他授權文件(如有的話)，須於大會指定舉行時間不少於48小時前送達本公司在香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心19樓1901-1905室方為有效。
- (3) 本公司將由二零零三年八月五日星期二至二零零三年八月八日星期五(包括首尾兩天)暫停辦理股份過戶登記手續。在此期間，所有股份轉讓均作無效。

*Notes:*

- (1) A member entitled to attend and vote at the meeting mentioned above is entitled to appoint in written form one or more proxies to attend and vote at the AGM on his/her behalf. A proxy needs not be a member of the Company.
- (2) To be valid, the proxy form together with the certified power of attorney or authority (if any) must be delivered to the Company's Branch Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1901-1905, 19th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the meeting.
- (3) The Register of Members of the Company will be closed from Tuesday, 5 August 2003 to Friday, 8 August 2003 (both days inclusive), during which period no transfer of the Company's shares will be effected.