THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Rare Earth Magnesium Technology Group Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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RARE EARTH MAGNESIUM TECHNOLOGY GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 00601)

PROPOSALS FOR (1) INCREASE IN AUTHORISED SHARE CAPITAL (2) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES (3) RE-ELECTION OF DIRECTORS (4) THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2018 (5) REFRESHMENT OF SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME AND (6) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of Rare Earth Magnesium Technology Group Holdings Limited (“**Company**”) for the year ended 31 December 2018 to be held at Suite 1105, 11th Floor, Tower 6, The Gateway, 9 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 26 June 2019 at 2:30 p.m. is set out on pages 15 to 18 of this circular.

Whether or not you are able to attend and vote at the annual general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

27 May 2019

CONTENTS

EXPECTED TIMETABLE

The expected timetable for the declaration of Final Dividend is set out below:

	2019 (Hong Kong time)
Latest time for lodging transfer of Shares in order to be entitled to attend and vote at AGM	4:30 p.m., Thursday, 20 June
Closure of register of members of the Company for the entitlement to attend and vote at the AGM	Friday, 21 June to Wednesday, 26 June (both days inclusive)
Latest time for lodging forms of proxy for the AGM	2:30 p.m., Monday, 24 June
Record date for determining entitlement to attend and vote at the AGM	Wednesday, 26 June
AGM	2:30 p.m., Wednesday, 26 June
Announcement of the results of the AGM	Wednesday, 26 June
Last day of dealings in Shares cum-entitlement to the Final Dividend	Thursday, 27 June
First day of dealings in Shares ex-entitlement to the Final Dividend	Friday, 28 June
Latest time for lodging transfer of Shares in order to be entitled to the Final Dividend	4:30 p.m., Tuesday, 2 July
Closure of register of members of the Company for the entitlement to the Final Dividend	Wednesday, 3 July
Record Date for determining entitlement to the Final Dividend	Wednesday, 3 July
Re-open of register of members of the Company	Thursday, 4 July
Despatch of the dividend warrants and the Final Dividend payment date	Friday, 12 July

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be announced or notified to the Shareholders as and when appropriate.

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"Adoption Date"	4 December 2017, the date on which the Share Option Scheme was conditionally adopted by an ordinary resolution of the Shareholders
"AGM"	the annual general meeting of the Company to be convened at Suite 1105, 11th Floor, Tower 6, The Gateway, 9 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 26 June 2019 at 2:30 p.m., notice of which is set out on pages 15 to 18 of this circular
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Century Sunshine"	Century Sunshine Group Holdings Limited（世紀陽光集團控股有限公司）, the holding company of the Company which is a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code:509)
"close associate(s)"	has the same meaning ascribed to it under the Listing Rules
"Company"	Rare Earth Magnesium Technology Group Holdings Limited (稀鎂科技集團控股有限公司), a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 601)
"connected person(s)"	has the same meaning ascribed to it under the Listing Rules
"core connected person(s)"	has the same meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company

"Eligible Participant(s)"	(a) any full-time or part-time employee of the Company and/or any Subsidiary and/or any substantial shareholder; (b) any director (including executive, non-executive and independent non-executive director) of the Company and/ or any Subsidiary and/or any substantial shareholder; and (c) any consultant or adviser (whether professional or otherwise and whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), distributor, contractor, supplier, service provider, agent, customer and business partner of the Company and/ or any Subsidiary who, at the sole determination of the Board, have contributed or will contribute to the Company and/or any Subsidiary
"Final Dividend"	the final dividend of HK$0.005 per Share for the year ended 31 December 2018 proposed to be approved by Shareholders at the AGM
"Grantee"	any Eligible Participant who accepts the Offer in accordance with the terms of the Share Option Scheme, or (where the context so permits) any person who is entitled, in accordance with the laws of succession applicable, to exercise any Option in consequence of the death of the original Grantee
"Group"	the Company and its Subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"inside information"	has the meaning defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
"Issue Mandate"	the proposed general mandate to be granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate
"Latest Practicable Date"	23 May 2019, being the latest practicable date prior to the date of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Offer"	an offer for the grant of an Option made in accordance with the Share Option Scheme

"Offer Date"	the date on which an Offer is made to an Eligible Participant pursuant to the Share Option Scheme
"Option"	an option to subscribe for Shares granted pursuant to the Share Option Scheme
"PRC"	the People's Republic of China
"Repurchase Mandate"	the proposed general mandate to be granted to the Directors to permit the repurchase of fully paid up Shares of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate
"Share(s)"	the ordinary share(s) of HK$0.10 each in the share capital of the Company
"Share Option Scheme"	the share option scheme adopted by the Company on 4 December 2017, a summary of the principal terms of which is set out in the appendix of the circular dated 15 November 2017
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription Price"	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option pursuant to the Share Option Scheme
"Subsidiary"	any company which is for the time being and from time to time a subsidiary (within the meaning ascribed thereto in the Listing Rules) of the Company, whether incorporated in Hong Kong or elsewhere and "Subsidiaries" shall be construed accordingly
"substantial shareholder"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"%"	per cent.

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RARE EARTH MAGNESIUM TECHNOLOGY GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 00601)

Executive Directors:
Shum Sai Chit *(Chairman)*
Chi Bi Fen *(Chief Executive Officer)*

Non-executive Directors:
Professor Meng Jian
Tam Wai Ho, Samson, *JP*

Independent Non-executive Directors:
Kwong Ping Man
Cheung Sound Poon
Kwan Ngai Kit

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Office:
Suite 1105, 11th Floor, Tower 6,
The Gateway, 9 Canton Road,
Tsim Sha Tsui,
Kowloon,
Hong Kong

To the shareholders

Dear Sir or Madam,

**PROPOSALS FOR (1) INCREASE IN AUTHORISED SHARE CAPITAL
(2) GENERAL MANDATES TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES
(3) RE-ELECTION OF DIRECTORS
(4) THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2018
(5) REFRESHMENT OF SCHEME MANDATE LIMIT UNDER
THE SHARE OPTION SCHEME
AND (6) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held on Wednesday, 26 June 2019 at 2:30 p.m., which include, inter alia, (i) the approval of increase in authorised share capital; (ii) granting the Directors general mandates to issue and repurchase Shares; (iii) proposed declaration of the Final Dividend; (iv) the refreshment of scheme mandate limit of share option scheme; and (v) the re-election of the retiring Directors.

INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company is HK$1,000,000,000 divided into 10,000,000,000 Shares of which 6,574,390,058 Shares have been allotted and issued and fully paid or credited as fully paid. In order to accommodate future expansion and growth of the Group, the Directors propose to increase the authorised share capital of the Company from HK$1,000,000,000 divided into 10,000,000,000 Shares to HK$1,300,000,000 divided into 13,000,000,000 Shares. As at the Latest Practicable Date, the Company has no present intention of issuing any part of such increased capital and does not have any equity fund raising plan.

GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

At the AGM, relevant resolutions will be proposed by the Company to grant the Directors the general mandates (i) to repurchase up to 10% of the aggregate nominal amount of share capital of the Company in issue as at the date of passing of the relevant resolution; (ii) to allot and issue Shares up to 20% of the aggregate nominal amount of share capital of the Company in issue as at the date of passing the relevant resolution and (iii) to extend the Issue Mandate by adding any Shares repurchased by the Company pursuant to the Repurchase Mandate.

As at the Latest Practical Date, a total of 6,574,390,058 Shares were in issue. Subject to the passing of the proposed resolutions granting the Repurchase Mandate and the Issue Mandate to the Directors and on the basis that no Share will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to repurchase up to 657,439,005 Shares and to issue up to 1,314,878,011 Shares under the Repurchase Mandate and the Issue Mandate respectively. Similar mandates previously granted to the Directors at the annual general meeting of the Company held on 13 June 2018 will be expired at the close of this AGM. Therefore, it is proposed to seek approval from the Shareholders by way of ordinary resolutions to be put at the AGM to approve the grant of the Repurchase Mandate and the Issue Mandate.

An explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules on Stock Exchange, containing the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the Repurchase Mandate is set out in Appendix I to this circular.

With reference to such new proposed general mandates, the Directors wish to state that they have no immediate plans to issue any new Shares or repurchase any Shares pursuant to the relevant mandates.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws of the Company, Ms. Chi Bi Fen, Mr. Kwong Ping Man and Mr. Cheung Sound Poon will retire by rotation. Except for Ms. Chi Bi Fen who has informed the Company that she will retire as Executive Director and Chief Executive Officer of the Company after the conclusion of the 2019 AGM and will not offer herself for re-election at the 2019 AGM, all other retiring Directors, being eligible, offer themselves for re-election at the AGM. Brief biographical details of the aforesaid Directors who are proposed to be re-elected at the 2019 AGM, which are required to be disclosed by the Listing Rules, are set out in Appendix II to this circular.

PROPOSED DECLARATION OF THE FINAL DIVIDEND

As stated in the announcement of the annual results for the year ended 31 December 2018 of the Company dated 28 March 2019, the Directors had resolved to recommend the payment of a final dividend of HK$0.005 per Share for the year ended 31 December 2018 to the Shareholders whose names appear on the register of members of the Company on the Record Date, subject to the approval of the Shareholders on the declaration of the Final Dividend at the AGM.

Record Date and Closure of Register of Members

Subject to the Shareholders' approval on the declaration of the Final Dividend at the AGM, the last day for dealing in Shares cum entitlements to the Final Dividend will be on Thursday, 27 June 2019. Shareholders are reminded that in order to qualify for the Final Dividend, all transfers of Shares accompanied by the relevant share certificate and transfer forms must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 2 July 2019. The register of members of the Company will be closed on Wednesday, 3 July 2019, during which no transfer of Shares will be effected, in order to ascertain and determine the entitlement of the Shareholders to the Final Dividend.

Dispatch of Dividend Warrants

It is expected that the dividend warrants for cash entitlements, will be posted to the Shareholders at the risk of those entitled thereto on Friday, 12 July 2019.

REFRESHMENT OF THE SCHEME LIMIT

At present, the Company has a Share Option Scheme which was adopted on 4 December 2017. Apart from the Share Option Scheme, as at the Latest Practicable Date, the Company did not have any other share option schemes.

The Board considers that the Share Option Scheme will motivate more persons to make contribution to the Group and facilitate the retention and the recruitment of highcalibre staff of the Group. The Board believes that the inclusion of persons other than the employees and directors of the Group as Eligible Participants is appropriate given that the success of the Group requires the co-operation and contribution not only from the employees and directors of the Group but also from persons who play a role in the business of the Group, such as consultant, adviser, distributor, contractor, supplier, service provider, agent, customer and business partner of the Group. The eligibility of those parties other than employees and directors of the Group will be determined by the Board according to their potential and/or actual contribution to the business affairs and benefits of the Group. Furthermore, the Board considers that the Eligible Participants (employees or otherwise) will share common interests and objectives with the Group upon their exercise of the Options, which is beneficial to the long-term development of the Group.

Under the Listing Rules and the Share Option Scheme:

(i) the Existing Scheme Limit so refreshed must not exceed 10% of the issued share capital of the Company at the date of the approval of the Refreshed Scheme Limit by the Shareholders;

(ii) all options granted under the Share Option Scheme and any other share option schemes of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the Share Option Scheme and any other share option schemes of the Company) prior to the approval of such Refreshed Scheme Limit shall not be counted for the purpose of calculating whether the Refreshed Scheme Limit has been exceeded and the total number of Shares subject to the Refreshed Scheme Limit;

(iii) notwithstanding the above, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the share option schemes of the Company shall not exceed 30% (or such higher percentage as may be allowed under the Listing Rules) of the total number of Shares in issue from time to time.

Under the Existing Scheme Limit, a total of 657,439,005 options can be granted to the Eligible Participants. During the period from the date of the adoption of the Existing Scheme Limit on 4 December 2017 to the Latest Practicable Date, there were 261,400,000 options granted under the Share Option Scheme which remained outstanding and unexercised as at the Latest Practicable Date. Therefore, under the Existing Scheme Limit, there are still 396,039,005 options that can be granted. In addition, since the date of adoption of the Share Option Scheme to the Latest Practicable Date, there were a total of 261,400,000 outstanding and unexercised options granted under the Share Option Scheme, representing approximately 3.98% of the existing issued share capital of the Company.

The Board believes that the Refreshed Scheme Limit will give more flexibility for the Company to grant options to the Participants to reward and motivate them to strive for the future developments and success of the Group, which shall be in the interests of the Company and the Shareholders as a whole.

Assuming that no Shares are issued or repurchased by the Company from the Latest Practicable Date up to the AGM, the Company will have 6,574,390,058 Shares in issue as at the date of the AGM. The Refreshed Scheme Limit, if approved by the Shareholders at the AGM, will allow the Company to issue, upon exercise of options under the Share Option Scheme, a maximum of 657,439,005 Shares, representing 10% of the issued share capital of the Company as at the date of approval of the Refreshed Scheme Limit, which together with the number of Shares which may fall to be allotted and issued upon exercise in full of the 261,400,000 share options granted under the Share Option Scheme, are within the overall limit of 30% prescribed under the Listing Rules.

The Refreshed Scheme Limit is conditional upon the approval of such resolution at the AGM and upon granting by the Stock Exchange of the listing of and permission to deal in the Shares to be issued upon the exercise of the options be granted under the Refreshed Scheme Limit, and the approval of an ordinary resolution to approve the Refreshed Share Option Scheme Limit by the shareholders of Century Sunshine Group Holdings Limited in its annual general meeting.

Application will be made to the Stock Exchange for the listing of and permission to deal in any Shares, representing 10% of the share capital of the Company in issue as at the date of the AGM which may fall to be issued upon the exercise of any options that may be granted under the Refreshed Scheme Limit.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Suite 1105, 11th Floor, Tower 6, The Gateway, 9 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 26 June 2019 at 2:30 p.m. is set out in Appendix III to this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form for the AGM in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Company will procure that the chairman of the AGM shall demand voting on all resolutions set out in the notice of the AGM be taken by way of poll.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy who is entitled to more than one vote need not use all his votes or cast all his votes in the same way.

After the conclusion of the AGM, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited at http://www.hkexnews.hk and of the Company at http://www.remt.com.hk.

RECOMMENDATION

The Board considers that the ordinary resolutions, inter alia, (i) the approval of increase in authorised share capital; (ii) granting the Directors general mandates to issue and repurchase Shares; (iii) proposed declaration of the Final Dividend; (iv) the refreshment of scheme mandate limit of share option scheme; and (v) the re-election of the retiring Directors as set out in the notice of AGM are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend you to vote in favour of such resolutions at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. In case of any inconsistency between the English and Chinese versions of this circular, the English version shall prevail.

Yours faithfully,
For and on behalf of the Board of
Rare Earth Magnesium Technology Group Holdings Limited
Shum Sai Chit
Chairman

27 May 2019

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,574,390,058 Shares of HK$0.10 each. Subject to the passing of the relevant ordinary resolution and on the basis that no Share is issued prior to the AGM on Wednesday, 26 June 2019, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 657,439,005 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as it provides flexibility for the Directors to repurchase the Shares from the market whenever it is necessary to do so. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net value of the Company's shares and assets and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purposes in accordance with its Memorandum of Association and Bye-laws and the applicable laws of Bermuda. Bermuda law provides that the amount of capital repaid in connection with a Share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for repurchase purpose. The amount of premium payable on repurchase may be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or the Share premium account of the Company.

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. INTENTION AND UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates has any present intention, if the Repurchase Mandate is approved, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

No connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Company is authorised to make repurchase of Shares.

5. SHARE REPURCHASE BY THE COMPANY

In the six months immediately preceding the Latest Practicable Date, the Company had not repurchased any Shares on the Stock Exchange or otherwise.

6. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Ming Xin Developments Limited ("**Mingxin**") was the registered holder of 4,761,117,434 Shares, representing approximately 72.42% of the total issued share capital of the Company. Assuming no change in Mingxin's shareholdings, in the event that the Directors exercise in full the power to repurchase the Shares, the shareholding of Mingxin would be increased from approximately 72.42% to approximately 80.47% and exercise of the Repurchase Mandate in whole would result in an insufficient public float of less than 25%, of the total number of Shares in issue, assuming Mingxin do not participate in such Repurchase. Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchased made under the Repurchase Mandate. The Directors have no present intention to repurchase the Shares to the extent that (i) an obligation under the Takeovers Code to make a mandatory offer will be triggered or (ii) the number of Shares in the hands of the public will fall below the prescribed minimum level of 25%.

7. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	HK$	*HK$*
April 2018	0.360	0.300
May 2018	0.510	0.335
June 2018	0.550	0.470
July 2018	0.520	0.450
August 2018	0.480	0.410
September 2018	0.455	0.420
October 2018	0.440	0.310
November 2018	0.320	0.255
December 2018	0.335	0.280
January 2019	0.315	0.255
February 2019	0.310	0.241
March 2019	0.255	0.206
April 2019	0.270	0.203
May 2019 (From 1 May to the Latest Practicable Date)	0.380	0.209

The following are the brief biographical details of the Directors who are proposed to be re-elected at the AGM:

Mr. Kwong Ping Man, age 54, was appointed as an independent non-executive Director on 5 March 2015. Mr. Kwong is a director of O'Park Corporate Services Limited which provides corporate advisory services. Mr. Kwong had served as the chief financial officer of various companies for almost seven years. Mr. Kwong has over 15 years of experience in accounting, finance and administration. He obtained a master's degree in Professional Accounting from the Hong Kong Polytechnic University. He is a member of the Australian Society of Certified Practising Accountants, fellow member of the Hong Kong Institute of Certified Public Accountants, and associate member of the Hong Kong Institute of Company Secretaries. Mr. Kwong is currently an independent non-executive director of Century Sunshine Group Holdings Limited (stock code: 509), Tang Palace (China) Holdings Limited (Stock Code: 1181), Dragon King Group Holdings Limited (Stock Code: 8493) and Royal Deluxe Holdings Limited (Stock Code: 3789).

The Company has entered into a service agreement with Mr. Kwong in relation to the appointment of Mr. Kwong as an independent non-executive Director for a fixed term of 2 years commencing from 5 March 2019 provided that either Mr. Kwong or the Company may terminate this appointment by giving at least three months' prior notice in writing, subject to the provisions of retirement and rotation of Directors under the Articles. Mr. Kwong is currently entitled to a fixed salary of HK$30,000 per annum. The remuneration of Mr. Kwong is subject to the annual review of the Board with reference to his contribution in terms of time, effort and his expertise. Under the service agreement, Mr. Kwong will be reimbursed for all reasonable expenses incurred in connection with the performance of his duties to the Company.

Save as disclosed above, Mr. Kwong did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Kwong was interested in share options granted by the Company pursuant to the share option scheme entitling him to subscribe for 5,000,000 shares of the Company at HK$0.40 per share. Save as disclosed above, Mr. Kwong did not have any interest in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Kwong 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 3 years. Save as disclosed above, there are no matters concerning Mr. Kwong that needs to be brought to the attention of the shareholders of the Company nor is there any other information regarding Mr. Kwong required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Cheung Sound Poon, age 58, was appointed as an independent non-executive Director on 5 March 2015. Mr. Cheung is currently a senior audit manager at Chui & Kwok (CPA). He was an audit senior at Gary W. K. Yam & Co. (CPA). Mr. Cheung has over 35 years of experience in accounting and auditing. He was an independent non-executive director and the chairman of audit committee of Century Sunshine Group Holdings Limited (Stock Code: 509) between February 2004 and May 2007.

The Company has entered into a service agreement with Mr. Cheung in relation to the appointment of Mr. Cheung as an independent non-executive Director for a fixed term of 2 years commencing from 5 March 2019 provided that either Mr. Cheung or the Company may terminate this appointment by giving at least three months' prior notice in writing, subject to the provisions of retirement and rotation of Directors under the Articles. Mr. Cheung is currently entitled to a fixed salary of HK$30,000 per annum. The remuneration of Mr. Cheung is subject to the annual review of the Board with reference to his contribution in terms of time, effort and his expertise. Under the service agreement, Mr. Cheung will be reimbursed for all reasonable expenses incurred in connection with the performance of his duties to the Company.

Save as disclosed above, Mr. Cheung did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Cheung was interested in share options granted by the Company pursuant to the share option scheme entitling him to subscribe for 5,000,000 shares of the Company at HK$0.40 per share and has personal interest in 300,000 Shares of Century Sunshine Group Holdings Limited. Save as disclosed above, Mr. Cheung did not have any interest in the shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Cheung 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 3 years. Save as disclosed above, there are no matters concerning Mr. Cheung that needs to be brought to the attention of the shareholders of the Company nor is there any other information regarding Mr. Cheung required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

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RARE EARTH MAGNESIUM TECHNOLOGY GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 00601)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Rare Earth Magnesium Technology Group Holdings Limited ("**Company**") will be held at Suite 1105, 11th Floor, Tower 6, The Gateway, 9 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 26 June 2019 at 2:30 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited financial statements and the reports of the directors of the Company ("**Directors**") and independent auditors for the year ended 31 December 2018;

2. To declare a final dividend of HK$0.005 per share for the year ended 31 December 2018 ("**Final Dividend**")

3. To re-elect Directors and to authorise the Board to fix their remuneration; and

4. To re-appoint auditors and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

5. As special business, to consider and, if thought fit, to pass each of the following resolutions as an ordinary resolution:

   (A) "**THAT:**

   (a) the increase of the authorised capital of the Company from HK$1,000,000,000 divided into 10,000,000,000 shares of HK$0.1 each (the "Shares") to HK$1,300,000,000 divided into 13,000,000,000 Shares by creating an additional 3,000,000,000 unissued Shares be and is hereby approved; and

(b) any one or more of the Directors be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her/ them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Increase in Authorised Share Capital."

(B) "**THAT**

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;

(b) the aggregate nominal amount of the Shares to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue at the date of passing of this resolution and the authority pursuant to paragraph (a) shall be limited accordingly; and

(c) for the purpose of this resolution, "Relevant Period" means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiry of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company ("**Bye-laws**") or any applicable law to be held; or

(iii) the date of passing of an ordinary resolution by shareholders of the Company ("**Shareholders**") in general meeting revoking or varying the approval and authority given to the Directors by this resolution."

(C) “**THAT**

(a) a general mandate be and is hereby unconditionally granted to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with additional Shares in the capital of the Company (including making and granting offers, agreements and options which would or might require Shares to be issued, allotted or dealt with, whether during the continuance of such mandate or thereafter), otherwise than pursuant to:

(i) a rights issue where Shares are offered to Shareholders on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in, or in any territory outside, Hong Kong); or

(ii) any share option scheme or similar arrangement established by the Company and approved by the Stock Exchange; or

(iii) any issue of Shares upon the exercise of subscription rights attaching to any warrants of the Company; or

(iv) any scrip dividend scheme or similar arrangement implemented in accordance with the Bye-laws.

(b) the aggregate nominal value of the share capital to be issued, allotted or dealt with pursuant to the authority granted under paragraph (a) of this resolution shall not in aggregate exceed 20% of the aggregate nominal value of the share capital of the Company in issue at the date of passing of this resolution; and

(c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiry of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; or

(iii) the date of passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the approval and authority given to the Directors by this resolution.”

(D) "**THAT** conditional upon the passing of the Resolution Nos. 4(B) and 4(C) above, the aggregate nominal amount of the Shares which shall have been repurchased by the Company pursuant to Resolution No. 4(B) above shall be added to the aggregate nominal amount of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution No. 4(C) above, provided that such additional amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution."

(E) "**THAT**:

subject to and conditional upon the approval of the shareholders of Century Sunshine Group Holdings Limited and the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of HK$0.1 each ("Shares") in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Limit (as defined below), the refreshment of the scheme limit of the Company's share option scheme adopted on 4 December 2017, of up to 10 per cent. of the number of Shares in issue as at the date of passing this resolution ("Refreshed Scheme Limit") be and is hereby approved and the directors of the Company be and are hereby authorised to grant options and allot and issue Shares pursuant to the exercise of any options granted under the Refreshed Scheme Limit and to do all such acts, deeds and things as they shall, in their absolute discretion, deem fit in order to effect the foregoing."

By Order of the Board
Rare Earth Magnesium Technology Group Holdings Limited
Shum Sai Chit
Chairman

Hong Kong, 27 May 2019

Notes:

(1) A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with any power of attorney or other authority under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time for holding of the meeting or adjourned meeting.

(2) Members are advised to read the circular to the Shareholders dated 27 May 2019 which contains an Explanatory Statement in relation to Resolution No. 5 above.

(3) The Register of Members of the Company will be closed from Friday, 21 June 2019 to Wednesday, 26 June 2019, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 20 June 2019.