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## **CHINA METAL INTERNATIONAL HOLDINGS INC.**

### **勤美達國際控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 319)**

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China Metal International Holdings Inc. (the “**Company**”) will be held at Room 1801, 18th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Hong Kong on Wednesday, 23 August 2017 at 11:30 a.m. (Hong Kong time) (or immediately after the conclusion of the meeting of the Scheme Shareholders (as defined in the Scheme hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering, and if thought fit, passing (with or without modifications) the following special resolution and ordinary resolution:-

#### **SPECIAL RESOLUTION**

“THAT AS A SPECIAL RESOLUTION:

- (a) the scheme of arrangement dated 13 July 2017 (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the Scheme) in the form of the print thereof which has been produced to this meeting, and for purpose of identification, signed by the chairman of this meeting, subject to any modifications, additions or conditions as may be approved or imposed by the Grand Court of the Cayman Islands, be and is hereby approved;
- (b) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):-
  - (i) the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (the “**Capital Reduction**”);
  - (ii) subject to and forthwith upon the Capital Reduction taking effect, the issued share capital of the Company shall be increased to its former amount by issuing to United Elite Agents Limited the same number of ordinary shares of HK\$0.01 each in the capital of the Company as is equal to the number of Scheme Shares cancelled and extinguished as aforesaid; and

\* For identification purposes only

- (iii) the Company shall apply the credit arising in its books of account as a result of the Capital Reduction in paying up in full at par the new ordinary shares of HK\$0.01 each in the capital of the Company issued as aforesaid, credited as fully paid, to United Elite Agents Limited, and the directors of the Company be and are hereby authorised to allot and issue the same accordingly; and
- (c) the directors of the Company be and are hereby authorized to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the Capital Reduction pursuant to the Scheme, including (without limitation) giving consent to any modification of, or addition to, the Scheme or the Capital Reduction which the Grand Court of the Cayman Islands may see fit to impose.”

### ORDINARY RESOLUTION

“THAT AS AN ORDINARY RESOLUTION:

the undertakings provided by Vald. Birns Holding A/S, Yanmar Co., Ltd., Mr. Tsao Ming-Hong, Mr. Ho Ming-Shiann, Ms. Ho Pei-Lin and Grand Dragon Co., Ltd. to United Elite Agents Limited (the “**Undertakings**”) to opt-out from the scheme of arrangement of the Company referred to in the composite scheme document of the Company dated 13 July 2017 (the “**Scheme Document**”) in the form of the print thereof which has been produced to this meeting and, for the purpose of identification signed by the chairman of this meeting, under the section headed “7. Undertakings to opt out of the Scheme” in Part VII “Explanatory Statement” in the Scheme Document, subject to the consent of the Executive Director of the Securities and Futures Commission of Hong Kong (the “**Executive**”) pursuant to Rule 25 of the Code on Takeovers and Mergers and any conditions that may consequentially be imposed thereon by the Executive, be and are hereby approved.”

By Order of the Board of  
**China Metal International Holdings Inc.**  
**King Fong-Tien**  
*Chairman*

Dated 13 July 2017

*Registered Office:*

Clifton House  
75 Fort Street  
P.O. Box 1350 GT  
George Town, Grand Cayman  
Cayman Islands

*Principal Place of Business in Hong Kong:*

Room 1502, 15th Floor  
The Chinese Bank Building  
61-65 Des Voeux Road Central  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the extraordinary general meeting (or any adjournment thereof) is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by authorised representative or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (being 11:30 a.m. on Monday, 21 August 2017 (Hong Kong time)). In the event that a member of the Company attends the meeting after having lodged his form of proxy, the form of proxy will be deemed to have been revoked.
4. A form of proxy for use at the meeting is enclosed.
5. The special resolution and ordinary resolution as set out above will be determined by way of poll.
6. As at the date of this notice, the board of Directors of the Company consists of eight Directors, of which four are executive Directors, namely Mr. King Fong-Tien, Mr. Tsao Ming-Hong, Ms. Chen Shun Min and Ms. Ho Pei-Lin, one is non-executive Director, namely Mr. Christian Odgaard Pedersen and three are independent non-executive Directors, namely, Mr. Lam Ting Lok, Mrs. Chiu Lin Mei-Yu (also known as Mary Lin Chiu) and Mr. Chen Pou-Tsang (also known as Angus P.T. Chen).