

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

This document is the Form of Acceptance referred to in the scheme document addressed to the Scheme Shareholders and the Optionholders dated 13 July 2017 (the "Scheme Document") for use by the Optionholders who want to accept the Option Offer. You should read it in conjunction with the Scheme Document and the Option Offer Letter from KGI Capital dated 13 July 2017 in relation to the Option Offer.

Terms defined in the Scheme Document have the same meanings in this Form of Acceptance.



### **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)**

**THE PROPOSED PRIVATIZATION OF  
CHINA METAL INTERNATIONAL HOLDINGS INC.  
BY UNITED ELITE AGENTS LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE CAYMAN ISLANDS COMPANIES LAW)  
FORM OF ACCEPTANCE  
TO THE OPTION OFFER MADE TO THE OPTIONHOLDERS**

If you are in any doubt as to any aspect of this Form of Acceptance or as to the action to be taken, you should consult with a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

To: United Elite Agents Limited  
KGI Capital Asia Limited  
China Metal International Holdings Inc.

With reference to the Option Offer made by KGI Capital on behalf of the Offeror, I hereby accept the Option Offer in respect of the cancellation of my outstanding Share Options specified in the table below<sup>(Note 1)</sup>, on the terms and subject to the conditions set out in the Option Offer Letter from KGI Capital addressed to me dated 13 July 2017<sup>(Note 2)</sup>:

<b>Share Options under the Old ESOP</b>	
Number of Share Options with an exercise price of HK\$2.52 per Share for a "see-through" price of HK\$0.49 per Share Option	Numbers: Words:

The relevant certificate(s) (if any) or any other document(s) evidencing the grant of the outstanding Share Options or other document(s) of title or entitlement (and/or satisfactory indemnity or indemnities required in respect thereof) is/are enclosed herewith for the Company's cancellation<sup>(Note 3)</sup>.

Please send the cheque(s) for the payment of the consideration to my following address:

Mailing address of holder of Share Options: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_<sup>(Note 4)</sup>

By signing and returning this Form of Acceptance, I:

- (a) warrant and confirm that each Share Option to which this Form of Acceptance relates is valid and subsisting, free from all liens, charges, mortgages and third party interests of any nature whatsoever and I acknowledge that any option certificate or documents in respect of such Share Option shall become void once that Share Option has been cancelled as a result of my acceptance of the Option Offer hereunder;

\* For identification purposes only

- (b) acknowledge and agree that I cease to have any rights and obligations, and waive all rights and claims against any party (including the Offeror and the Company), in respect of all the Share Options held by me for which I accept the Option Offer, that all rights and obligations under all such Share Options will be cancelled;
- (c) confirm that the decisions which I have made on this Form of Acceptance cannot be withdrawn or altered;
- (d) authorise the Offeror, CMP, the Company, the Offeror FA and/or such person or persons as any of them may direct to do all acts and things and to complete, amend and execute any document on my behalf as may be necessary or desirable to give effect to or in connection with my acceptance of the Option Offer and/or instructions as described in this Form of Acceptance and have undertaken to execute any further assurance that may be required in respect of such acceptance and/or instructions if so called upon by the Offeror or the Company;
- (e) undertake to confirm and ratify any action properly or lawfully taken on my behalf by any attorney appointed by or pursuant to the Option Offer Letter and this Form of Acceptance; and
- (f) confirm that I have read, understood and agreed to the terms and conditions of the Option Offer (including, without limitation, those set out in the Scheme Document, the Option Offer Letter and this Form of Acceptance), and that I have received and read the Scheme Document and the Option Offer Letter.

This Form of Acceptance is governed by and shall be construed in accordance with the laws of Hong Kong.

Signature of holder of the Share Options: \_\_\_\_\_ (Note 5)

Name of holder of the Share Options: \_\_\_\_\_

Witness's signature: \_\_\_\_\_

Witness's name: \_\_\_\_\_

Date: \_\_\_\_\_

**Notes:**

1. If acceptance under this Form of Acceptance is made in respect of some, but not all, of your outstanding Share Options, please insert in the tables the number of outstanding Share Options to which this Form of Acceptance relates. The number of Share Options to which this Form of Acceptance relates shall not exceed the number of outstanding Share Options registered under your name as at the Option Offer Record Date. If a higher number is inserted, the acceptance under this Form of Acceptance will be regarded as being made in respect of all your outstanding Share Options as at the Option Offer Record Date. If no number is inserted here, the acceptance under this Form of Acceptance will be regarded as being made in respect of all your outstanding Share Options as at the Option Offer Record Date.
2. This Form of Acceptance is subject to the terms and conditions of the Option Offer as set out in the letter from KGI Capital dated 13 July 2017 to you in relation to the Option Offer.
3. This Form of Acceptance together with the relevant certificate(s) (if any) or any other document(s) evidencing the grant of the outstanding Share Options to you or other document(s) of title or entitlement (and/or any satisfactory indemnity or indemnities required in respect thereof) should be returned to the Offeror, **care of the Company at Room 1502, 15th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Hong Kong, for the attention of the board of directors of the Offeror and marked "China Metal International Holdings Inc. — Option Offer" by no later than 4:30 p.m. (Hong Kong time) on Tuesday, 17 October 2017 (or such later time and/or date as may be notified to you by the Offeror, KGI Capital and the Company or through announcement(s) published on the website of the Company and the Stock Exchange)**. No acknowledgement of receipt of any Form of Acceptance, the relevant certificate(s) (if any) or any other document(s) evidencing the grant of the outstanding Share Options or other document(s) of title or entitlement (and/or any satisfactory indemnity or indemnities required in respect thereof) will be given. Any holder of Share Option who has not returned to the Offeror an executed Form of Acceptance in the manner described above will not receive any Option Offer Price.
4. Within seven Business Days following the later of the date that the Option Offer becomes unconditional and the date of receipt of a valid acceptance, cheque(s) for payment of the Option Offer Price under the Option Offer will be issued in favour of the holder of Share Options and sent by ordinary post to such holder to the address set out in the "Mailing Address of holder of Share Options" above. In the absence of the requested information, the cheque(s) will be sent by ordinary post to your last known addresses maintained on the record of the Company. Any such cheques so sent will be sent at the risk of the persons entitled thereto and none of the Offeror, CMP, KGI Capital and the Company (nor any officer, representative or agent of any of them) will be liable for any loss or delay in the transmission.
5. Please sign at the place indicated to signify your acceptance of the Option Offer to the extent stated in this Form of Acceptance and insert the date of acceptance. If you fail to sign the Form of Acceptance, you will be treated as not having accepted the Option Offer in respect of any of your outstanding Share Options notwithstanding completion of the other parts of the Form of Acceptance.
6. If you are not resident in Hong Kong, the acceptance of the Option Offer or the receipt of the consideration for acceptance of the Option Offer may be subject to the laws of the relevant jurisdiction where you are located. You should inform yourself about and observe any applicable legal and regulatory requirements. If you wish to accept the Option Offer, it is your responsibility to satisfy yourself as to the full observance of the laws of your own jurisdiction in connection therewith, including the obtaining of any governmental or exchange control or other consents which may be required, or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction.
7. You are recommended to consult your professional advisers if you are in any doubt as to the taxation implications of the Option Offer and, in particular, whether the receipt of the consideration under the Option Offer will make you liable to taxation in Hong Kong or in other jurisdictions.