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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)**

**ANNOUNCEMENT**

**RELATING TO**

**(1) 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 COMPANIES LAW**

**AND**

**(2) PROPOSED WITHDRAWAL OF LISTING OF THE SHARES  
OF CHINA METAL INTERNATIONAL HOLDINGS INC.**

**CONFIRMATION FROM INDEPENDENT FINANCIAL ADVISER  
AND INDEPENDENT BOARD COMMITTEE**

**Independent Financial Adviser to the Independent Board Committee**



**FIRST SHANGHAI CAPITAL LIMITED**

Reference is made to (i) the scheme document jointly issued by United Elite Agents Limited and China Metal International Holdings Inc. dated 13 July 2017 (the “**Scheme Document**”); and (ii) the interim results announcement of China Metal International Holdings Inc. dated 14 August 2017 for the six months ended 30 June 2017 (the “**2017 Interim Results**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

First Shanghai Capital Limited, being the Independent Financial Adviser to the Independent Board Committee, has reviewed and considered the 2017 Interim Results and has confirmed that its opinion and recommendation in respect of the Proposal, the Undertakings which are special deals under Rule 25 of the Takeovers Code, the Scheme and the Option Offer as contained in the section headed “Part VI — Letter from the Independent Financial Adviser” in the Scheme Document remain unchanged.

Having reviewed and considered the 2017 Interim Results and the confirmation by the Independent Financial Adviser, the Independent Board Committee has confirmed that its opinion and recommendation in respect of the Proposal, the Undertakings which are special deals under Rule 25 of the Takeovers Code, the Scheme and the Option Offer as contained in the section headed “Part V — Letter from the Independent Board Committee” in the Scheme Document remain unchanged.

By Order of the Board of  
**CHINA METAL INTERNATIONAL HOLDINGS INC.**  
**King Fong-Tien**  
*Chairman*

Hong Kong, 15 August 2017

*As at the date of this announcement, 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).*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement having been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*\* for identification purpose only*