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**UNITED ELITE AGENTS  
LIMITED**

*(Incorporated in the British Virgin Islands  
with limited liability)*

**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)

**JOINT ANNOUNCEMENT**

**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  
PROPOSED WITHDRAWAL OF LISTING OF THE SHARES OF  
CHINA METAL INTERNATIONAL HOLDINGS INC.  
TYPHOON ARRANGEMENT AND/OR BLACK RAINSTORM  
WARNING SIGNAL  
FOR THE COURT MEETING AND EXTRAORDINARY  
GENERAL MEETING  
TO BE HELD ON WEDNESDAY, 23 AUGUST 2017**

*Financial Adviser to the Offeror*



**KGI CAPITAL ASIA LIMITED**

*Independent Financial Adviser to the  
Independent Board Committee*



**FIRST SHANGHAI CAPITAL LIMITED**

References are made to (i) the joint announcement dated 29 May 2017 in relation to the proposed privatization of China Metal International Holdings Inc. (the “Company”) by United Elite Agents Limited (the “Offeror”) by way of a scheme of arrangement under Section 86 of the Cayman Islands Companies Law; and (ii) the scheme document dated 13 July 2017 jointly issued by the Company and the Offeror in relation to the Proposal, the Undertakings, the Scheme and the Option Offer (the “Scheme Document”). Unless otherwise defined herein or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this announcement.

According to the notice of Court Meeting and the notice of EGM both dated 13 July 2017, the Court Meeting is scheduled to 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 10:00 a.m. and the EGM is scheduled to 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. (or immediately after the Court Meeting shall have been concluded or adjourned). Under the laws of the Cayman Islands, any general meeting of the Company once convened by a valid notice must be held.

The Board noted that the Tropical Cyclone Warning Signal No.3 is now hoisted in Hong Kong and anticipates that the weather condition in Hong Kong may deteriorate at the time scheduled for holding the Court Meeting and the EGM. In the event that the Tropical Cyclone Warning Signal No.8 (or above) or the Black Rainstorm Warning Signal is hoisted or remains hoisted at 7:00 a.m. on 23 August 2017 and a quorum is present at the Court Meeting and the EGM, the chairman of the Court Meeting and the EGM will propose an adjournment of the Court Meeting and the EGM to be held at 10:00 a.m. and 11:30 a.m. (or immediately after the Court Meeting shall have been concluded or adjourned) on Friday, 25 August 2017 and seek the consent of the Shareholders present at the meeting. The venue of the adjourned Court Meeting and the adjourned EGM remains at Room 1801, 18th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Hong Kong. The Company will then make announcement on the results of the adjourned Court Meeting and the adjourned EGM no later than 7:00 p.m. on Friday, 25 August 2017.

In case a quorum is not present, the Court Meeting and the EGM will be adjourned to 10:00 a.m. and 11:30 a.m. (or immediately after the Court Meeting shall have been concluded or adjourned) on Wednesday, 30 August 2017 pursuant to the order of the Cayman Islands Grand Court dated 11 July 2017 and the Company’s articles of association, respectively. The venue of the adjourned Court Meeting and EGM remains at Room 1801, 18th Floor, The Chinese Bank Building, 61-65 Des Voeux Road Central, Hong Kong. In the event that the Court Meeting and the EGM are adjourned, the Company will make further announcement regarding the expected timetable for completing the remaining steps of the Proposal, including the date of court hearing of the petition to sanction the Scheme and to confirm the Capital Reduction, the Record Date, the withdrawal of the listing of the Shares and the Effective Date.

## Warnings

**Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealer or registered institution in securities, bank manager, solicitor or other professional advisers.**

**The Offeror hereby remind its associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.**

By Order of the Board of  
**UNITED ELITE AGENTS  
LIMITED**  
**Lin Ting-Fung**  
*Director*

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

Hong Kong, 22 August 2017

*As at the date of this announcement, the board of directors of the Offeror consists of Mr. Lin Ting-Fung and Mr. King Fong-Tien.*

*As at the date of this announcement, the board of directors of CMP consists of six directors, namely Mr. Lin Ting-Fung (林廷芳), Mr. Tsao Ming-Hong (曹明宏), Ms. Wu Shu-Chuan (吳淑娟), Ms. Ho Pei-Fen (何佩芬), Mr. Chen Pen Fa (陳本發) and Mr. Ho Cheng Yu (何承育), and three independent directors, namely Mr. Chang Ming-Chieh (張明杰), Mr. Liao Liou-Yi (廖了以) and Mr. Lin Jung Chuen (林榮春).*

*The directors of the Offeror and CMP jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Group) have 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.*

*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 (other than that relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Offeror) 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*