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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
(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,
(2) PROPOSED WITHDRAWAL OF LISTING OF THE SHARES
OF
CHINA METAL INTERNATIONAL HOLDINGS INC.
AND
(3) SANCTION OF THE SCHEME BY THE CAYMAN ISLANDS
GRAND COURT**

Financial Adviser to the Offeror



KGI CAPITAL ASIA LIMITED

References are made to (i) the joint announcement dated 29 May 2017 issued by the Offeror and the Company in relation to the Proposal, the Undertakings, the Scheme and the Option Offer; (ii) the scheme document dated 13 July 2017 jointly issued by the Offeror and the Company in relation to the Proposal, the Undertakings, the Scheme and the Option Offer (the “**Scheme Document**”); and (iii) the joint announcement dated 30 August 2017 issued by the Offeror and the Company in relation to the results of the adjourned Court Meeting and the adjourned EGM (the “**Results Announcement**”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Scheme Document.

SANCTION OF THE SCHEME AND CONFIRMATION OF THE CAPITAL REDUCTION BY THE CAYMAN ISLANDS GRAND COURT

The Scheme was sanctioned without modification by the Cayman Islands Grand Court on Friday, 22 September 2017 (Cayman Islands time). The Capital Reduction was also confirmed by the Cayman Islands Grand Court on the same day.

A copy of the orders of the Cayman Islands Grand Court sanctioning the Scheme and confirming the Capital Reduction, and a minute of the Capital Reduction approved by the Cayman Islands Grand Court, are expected to be delivered to the Registrar of Companies in the Cayman Islands for registration on Tuesday, 3 October 2017 (Cayman Islands time). Notice of the registration shall be published in the Cayman Islands Gazette within 21 days of the making of the orders.

EXPECTED EFFECTIVE DATE

Reference is made to the application made by the Offeror for consent from the Executive in relation to the Undertakings. The Offeror has obtained the Executive’s consent in relation to the Undertakings pursuant to Rule 25 of the Takeovers Code subject to the Undertakings being approved by a vote of the Scheme Shareholders at the Adjourned EGM, taken on a poll. As mentioned in the Results Announcement, the ordinary resolution to approve the Undertakings was approved by the Scheme Shareholders at the adjourned EGM on a poll.

All of the Conditions have been fulfilled, except for the delivery to the Registrar of Companies in the Cayman Islands of a copy of the orders of the Cayman Islands Grand Court for registration, which is expected to be completed by Tuesday, 3 October 2017 (Cayman Islands time). As such, the Scheme is expected to become effective on Tuesday, 3 October 2017 (Cayman Islands time).

A further announcement will be made when the Scheme has become effective.

PROPOSED WITHDRAWAL OF LISTING

If the Proposal becomes unconditional and the Scheme becomes effective, it is expected that the listing of the Shares on the Stock Exchange will be withdrawn at or before 4:00 p.m. on Friday, 6 October 2017 (Hong Kong time).

GENERAL

For further information in respect of the timetable of the Scheme, please refer to the remaining expected events and the corresponding dates and times in the section headed “Expected Timetable” in the Results Announcement.

WARNINGS

Shareholders, Optionholders and potential investors should be aware that the implementation of the Proposal, the Scheme and/or the Option Offer is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal, the Scheme and the Option Offer may or may not be implemented and the Scheme may or may not become effective.

Shareholders, Optionholders 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 dealers or registered institutions in securities, bank manager, solicitor or other professional advisers.

The Offeror and the Company hereby remind their respective 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, 25 September 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*