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Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 30 November 2018 (the “**Prospectus**”) of Metropolis Capital Holdings Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.



## **METROPOLIS CAPITAL HOLDINGS LIMITED**

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

### **LISTING ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER**

<b>Number of Offer Shares</b>	<b>: 200,000,000 Shares</b>
<b>Number of Placing Shares</b>	<b>: 180,000,000 Shares (subject to reallocation)</b>
<b>Number of Public Offer Shares</b>	<b>: 20,000,000 Shares (subject to reallocation)</b>
<b>Maximum Offer Price</b>	<b>: HK\$0.50 per Offer Share plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollar and subject to refund)</b>
<b>Nominal value</b>	<b>: HK\$0.01 per Share</b>
<b>Stock code</b>	<b>: 8621</b>

#### **Sole Sponsor**



#### **Lead Manager and Sole Bookrunner**



**英皇證券(香港)有限公司**  
Emperor Securities Limited

#### **Co-Lead Manager**



**SUCCESS SECURITIES LIMITED**  
實德證券有限公司

Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer and the Capitalisation Issue and any Shares which may be issued pursuant to the exercise of any option which may be granted under the Share Option Scheme.

Subject to the approval of the listing of, and permission to deal in, the Shares on GEM as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or, under contingent situation, any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All necessary arrangements have been made enabling the Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The allocation of the Offer Shares between the Public Offer and the Placing will be subject to adjustment as described in the section headed “Structure and conditions of the Share Offer” in the Prospectus. In particular, the Offer Shares to be offered in the Public Offer and the Placing may be reallocated as between these offerings at the discretion of the Lead Manager. In accordance with Guidance Letter HKEX-GL-91-18, where (i) the Placing Shares are fully subscribed or oversubscribed and the Public Offer Shares are not undersubscribed but the number of Public Offer Shares validly applied for under the Public Offer represents less than 15 times the number of Public Offer Shares initially available for subscription under the Public Offer; or (ii) the Placing Shares are undersubscribed and the Public Offer Shares are oversubscribed irrespective of the number of times the number of Public Offer Shares initially available for subscription under the Public Offer, then up to 20,000,000 Offer Shares may be reallocated to the Public Offer from the Placing, so that the total number of the Public Offer Shares available under the Public Offer will be increased to 40,000,000 Offer Shares, representing approximately 20% of the number of the Offer Shares initially available under the Share Offer and the final Offer Price shall be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$0.39 per Offer Share).

The Offer Price will be not more than HK\$0.50 per Offer Share and expected to be not less than HK\$0.39 per Offer Share. Applicants for Public Offer Shares under the Public Offer shall pay in full in Hong Kong dollars, on application, the Offer Price of HK\$0.50 per Offer Share plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% and subject to refund. The Price Determination Date is scheduled to be on Wednesday, 5 December 2018. If, for any reason, the Company and the Lead Manager are unable to reach agreement on the Offer Price on or before Thursday, 6 December 2018, the Share Offer will not proceed and will lapse immediately.

The Public Offer is conditional upon the fulfillment of the conditions as set out in the paragraph headed “Conditions of the Share Offer” in the section headed “Structure and conditions of the Share Offer” in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived by the Lead Manager (for itself and on behalf of the Underwriters)) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Share Offer will lapse and thereafter, all monies received will be refunded to applicants for the Share Offer without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.metropolis-leasing.com](http://www.metropolis-leasing.com) on the next business day immediately following the date of such lapse.

Prospective investors should note that the Lead Manager (for itself and on behalf of the Underwriters) are entitled to terminate their obligations under the Underwriting Agreement by giving notice in writing to the Company upon the occurrence of any of the events set forth in the paragraph headed “Underwriting arrangements and expenses – Grounds for termination” in the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Wednesday, 12 December 2018.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who would like to have the allotted Public Offer Shares issued in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service.

Applicants who would like to have the allotted Public Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instruction** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 30 November 2018 until 12:00 noon on Wednesday, 5 December 2018 from the following locations:

1. any of the following offices of the Underwriters:

**Emperor Securities Limited**      23/F-24/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong

**Success Securities Limited**      Suite 1603-7, 16/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong

2. any of the following branches of Bank of China (Hong Kong) Limited, the receiving bank for the Public Offer:

	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Bank of China Tower Branch	1 Garden Road
<b>Kowloon</b>	Yu Chau Street Branch	42-46 Yu Chau Street, Sham Shui Po
<b>New Territories</b>	Fo Tan Branch	No 2,1/F, Shatin Galleria, 18-24 Shan Mei Street, Fo Tan

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 30 November 2018 until 12:00 noon on Wednesday, 5 December 2018 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED – METROPOLIS CAPITAL PUBLIC OFFER**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms. The latest time for lodging your application is 12:00 noon on Wednesday, 5 December 2018. The application lists will be open from 11:45 a.m. to 12:00 noon on the same date, the last application day or such later time as described in the paragraph headed "Effect of bad weather on the opening of the application lists" in the section headed "How to apply for Public Offer Shares" in the Prospectus.

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form** service at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Friday, 30 November 2018 until 11:30 a.m. on Wednesday, 5 December 2018 or such later time as described in the paragraph headed "Effect of bad weather on the opening of the application lists" in the section headed "How to apply for Public Offer Shares" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 30 November 2018 until 12:00 noon on Wednesday, 5 December 2018 or such later time as described in the paragraph headed "Effect of bad weather on the opening of the application lists" in the section headed "How to apply for Public Offer Shares in the Prospectus.

Please refer to the sections headed "Structure and conditions of the Share Offer" and "How to apply for Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the final Offer Price, the level of indications of interests in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares under the Public Offer on Tuesday, 11 December 2018 on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.metropolis-leasing.com](http://www.metropolis-leasing.com).

Results of allocations in the Public Offer with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be made available in the manner specified in the paragraph headed "Publication of results" in the section headed "How to apply for Public Offer Shares" in the Prospectus on Tuesday, 11 December 2018.

Share certificates will only become valid at 8:00 a.m. on Wednesday, 12 December 2018 provided that the Share Offer has become unconditional and the right of termination described in the paragraph headed "Grounds for termination" under the section headed "Underwriting" in the Prospectus has not been exercised. No temporary document of title will be issued in respect of the Public Offer Shares. No receipt will be issued for sums paid on application of the Public Offer Shares.

Assuming the Share Offer becomes unconditional in all respects and the Underwriting Agreement is not terminated in accordance with their respective terms prior to 8:00 a.m. in Hong Kong on Wednesday, 12 December 2018, dealing in the Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Wednesday, 12 December 2018. The Shares will be traded in board lots of 8,000 Shares each under the stock code 8621.

By order of the Board  
**Metropolis Capital Holdings Limited**  
**Chau David**  
*Chairman, chief executive officer  
and executive Director*

Hong Kong, 30 November 2018

*As at the date of this announcement, the executive Directors are Mr. Chau David and Ms. Zhou Hui; the non-executive Director is Ms. Chau On; and the independent non-executive Directors are Mr. Lau Chung Wai, Mr. Mo Luojiang and Mr. Lo Kai Tung.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the website of the Company at [www.metropolis-leasing.com](http://www.metropolis-leasing.com).*