
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Metropolis Capital Holdings Limited, you should at once hand this supplemental circular with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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METROPOLIS CAPITAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8621)

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR DATED 15 MAY 2020
IN RESPECT OF
THE CHANGE OF AUDITORS
AND
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular to shareholders of the Company (the “**Shareholders**”) dated 15 May 2020 (the “**Circular**”).

A supplementary notice convening the annual general meeting (the “**AGM**”) of Company to be held at Room 7003A, 887 Huai Hai Zhong Road, Huangpu District, Shanghai, China at 11:00 a.m. on Tuesday, 30 June 2020 is set out on pages 5 to 6 of this supplemental circular. A second form of proxy (the “**Second Form of Proxy**”) for use at the AGM is also enclosed with this supplemental circular. Unless otherwise defined, capitalised terms in this supplemental circular shall have the same meanings as those defined in the Circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying Second Form of Proxy in accordance with the instructions printed thereon and deposit it with Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 11:00 a.m. on Sunday, 28 June 2020, Hong Kong time) or any adjournment thereof.

Completion and return of the Second Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This supplemental circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and will also be published on the Company’s website at <http://www.metropolis-leasing.com>.

15 June 2020

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Letter from the Board	
– Introduction	1
– Proposed change of auditors	2
– Supplementary notice and the Second Form of Proxy	2
– Responsibility statement	3
– Recommendation	3
Appendix I – Second Form of Proxy	4
Supplementary Notice of AGM	5

LETTER FROM THE BOARD



METROPOLIS CAPITAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8621)

Executive Directors:

Chau David (*Chairman and Chief Executive Officer*)
Zhou Hui

Non-executive Director:

Chau On

Independent non-executive Directors:

Lau Chung Wai
Mo Luojiang
Lo Kai Tung

Registered office:

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Clifton House
75 Fort Street
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KY1-1108
Cayman Islands

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business in the PRC:*

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Huangpu District
Shanghai
China

*Principal place of business
in Hong Kong:*

40/F, Jardine House
1 Connaught Place
Central
Hong Kong

15 June 2020

To the Shareholders

Dear Sirs

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR DATED 15 MAY 2020
IN RESPECT OF
THE CHANGE OF AUDITORS**

INTRODUCTION

This supplemental circular should be read together with the Circular. The purpose of this supplemental circular is to give you (i) further information regarding the proposed change of auditors; and (ii) the supplementary notice of the AGM and the Second Form of Proxy.

LETTER FROM THE BOARD

PROPOSED CHANGE OF AUDITORS

Reference is made to the announcement of the Company dated 12 June 2020. The board announces that the Company has mutually agreed with Deloitte Touche Tohmatsu (“**Deloitte**”) on not to renew its appointment as the auditors of the Company due to Deloitte and the Company could not reach a consensus on the level of audit fee for the financial year ending 31 December 2020. Accordingly, Deloitte will retire as auditors of the Company upon expiration of its current term of office at the conclusion of the AGM and will not offer themselves for re-appointment.

The Company has recently conducted competitive negotiation for the selection of the Company’s auditors for the year ending 31 December 2020 based on their respective fee quotes and experience. The Board resolved, based on the outcome of the competitive negotiation and with the recommendation from the audit committee of the Company (the “**Audit Committee**”), to propose the appointment of Mazars CPA Limited (the “**Appointment**”) as the new auditors of the Company for the financial year ending 31 December 2020 following the retirement of Deloitte and to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting of the Company after the AGM subject to the approval by the Shareholders at the AGM. The Board is of the view that the Appointment would enable the Company to carry out effective cost control and reduce overall operating expenses and is in the best interest of the Company and the Shareholders as a whole.

Deloitte has confirmed in writing that there are no matters connected with its retirement that need to be brought to the attention of the Shareholders.

The Board and the Audit Committee confirmed that there is no disagreement between Deloitte and the Company, and there are no matters in respect of the proposed change of auditors that need to be brought to the attention of the Shareholders. As Deloitte has not yet commenced any audit work on the accounts of the Group for the year ending 31 December 2020, the Board expects that the proposed change of auditors of the Company will not have any impact on the annual audit of the Group for the financial year ending 31 December 2020.

SUPPLEMENTARY NOTICE AND THE SECOND FORM OF PROXY

Since the notice of AGM and the original form of proxy (the “**First Form of Proxy**”) sent together with the Circular does not contain the resolution for the proposed appointment of Mazars CPA Limited as auditors of the Company following the retirement of Deloitte as set out in this supplemental circular, a supplementary notice of AGM is set out in pages 5 and 6 of this supplemental circular and the Second Form of Proxy is enclosed with this supplemental circular for the amended resolution for the proposed appointment of Mazars CPA Limited as the new auditors.

LETTER FROM THE BOARD

Shareholders are requested to complete the Second Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time for holding of the AGM (i.e. not later than 11:00 a.m. on Sunday, 28 June 2020, Hong Kong time) or any adjournment thereof. Special arrangements about the completion and submission of the Second Form of Proxy are also set out in the Appendix I to this supplemental circular. Shareholders who have appointed or intend to appoint proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Board collectively and individually accepts 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 supplemental circular 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 in this supplemental circular or this supplemental circular misleading.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors consider that the proposed appointment of Mazars CPA Limited as auditors of the Company following the retirement of Deloitte as set out in the AGM notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

Yours faithfully,

By order of the Board

Metropolis Capital Holdings Limited

Chau David

Chairman, chief executive officer and executive Director

A Shareholder who has not yet lodged the First Form of Proxy with the branch share registrar and transfer office of the Company in Hong Kong is requested to lodge the Second Form of Proxy if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In this case, the First Form of Proxy should not be lodged with the branch share registrar and transfer office of the Company in Hong Kong.

A Shareholder who has already lodged the First Form of Proxy with the branch share registrar and transfer office of the Company in Hong Kong should note that:

- (i) if no Second Form of Proxy is lodged with the branch share registrar and transfer office of the Company in Hong Kong 48 hours prior to the time appointed for holding the AGM (i.e. not later than 11:00 a.m. on Sunday, 28 June 2020, Hong Kong time) or any adjourned meeting (the “**Closing Time**”), the First Form of Proxy will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM, other than those referred to in the notice convening the AGM and the First Form of Proxy, including the resolution for the proposed appointment of Mazars CPA Limited as auditors of the Company following the retirement of Deloitte set out in this supplemental circular;
- (ii) if the Second Form of Proxy is lodged with the branch share registrar and transfer office of the Company in Hong Kong before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if correctly completed; and
- (iii) if the Second Form of Proxy is lodged with the branch share registrar and transfer office of the Company in Hong Kong after the Closing Time or if lodged before the Closing Time but is incorrectly completed, the Second Form of Proxy will be deemed invalid. The First Form of Proxy will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM, other than those referred to in the notice convening the AGM and the First Form of Proxy, including the resolution for the proposed appointment of Mazars CPA Limited as auditors of the Company following the retirement of Deloitte set out in this supplemental circular. Accordingly, shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Second Form of Proxy will not preclude Shareholders from attending and voting in person at the AGM or at any adjourned meeting should they so wish.

SUPPLEMENTARY NOTICE OF AGM



METROPOLIS CAPITAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8621)

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting (the “AGM”) dated 15 May 2020 (the “Notice”) of Metropolis Capital Holdings Limited (the “Company”) to be held at Room 7003A, 887 Huai Hai Zhong Road, Huangpu District, Shanghai, China at 11:00 a.m. on Tuesday, 30 June 2020. Details of the proposed resolutions to be considered at the AGM were stated in the Notice.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. The AGM will be convened for the purpose of considering and, if thought fit, with or without modification, passing the resolutions set out in the Notice with resolution number 3 amended as follows due to the matters as set out in the supplemental circular (the “Supplemental Circular”) of the Company dated 15 June 2020:

3. To appoint Mazars CPA Limited as auditors of the Company following the retirement of Deloitte Touche Tohmatsu and to authorise the board of Directors to fix their remuneration.

Save as set out above, all resolutions contained in the Notice will remain to have full force and effect.

By order of the Board
Metropolis Capital Holdings Limited
Chau David

Chairman, chief executive officer and executive Director

Hong Kong, 15 June 2020

SUPPLEMENTARY NOTICE OF AGM

Notes:

1. A second form of proxy (the “**Second Form of Proxy**”) is enclosed with the Supplemental Circular. Please refer to the Appendix I to the Supplemental Circular for special arrangements about completion and submission of the Second Form of Proxy.
2. Except for the above proposed amended resolution, all other matters of the AGM remain unchanged. For details of the other ordinary resolutions to be considered and approved at the AGM, eligibility for attending the AGM, proxy arrangement, registration procedures, closure of register of members and other relevant matters, please refer to the circular of the AGM dated 15 May 2020 and the Notice for details.
3. As at the date of this notice, 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.