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METROPOLIS CAPITAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8621)

POLL RESULTS OF THE ADJOURNED ANNUAL GENERAL MEETING HELD ON 17 MAY 2022

Reference is made to the (i) circular (“**Circular**”) of Metropolis Capital Holdings Limited (“**Company**”) dated 31 March 2022; and (ii) announcement of the Company dated 10 May 2022 in relation to the adjournment of the annual general meeting of the Company (“**Adjourned Announcement**”). Terms used in this announcement shall have the same meanings as those defined in the Circular and the Adjourned Announcement.

At the Adjourned AGM held on 17 May 2022, voting on each of the proposed ordinary resolutions and special resolution (“**Resolutions**”) as set out in the AGM Notice contained in the Circular was conducted by poll. The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as scrutineer for the vote-taking at the Adjourned AGM.

The Company would like to report that Mr. Lau Chung Wai and Mr. Lin Peicong attended the Adjourned AGM in person; Ms. Zhou Hui and Mr. Mo Luojiang attended the Adjourned AGM by electronic means. Mr. Chau David and Ms. Chau On were unable to attend.

The poll results in respect of each of the Resolutions are as follows:

Ordinary resolutions		For Number of Shares (Approximate %)	Against Number of Shares (Approximate %)
1	To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and independent auditors of the Company for the year ended 31 December 2021	600,000,000 (100%)	0 (0%)
2(a)	To re-elect Ms. Chau On as a non-executive Director	600,000,000 (100%)	0 (0%)

Ordinary resolutions		For Number of Shares (Approximate %)	Against Number of Shares (Approximate %)
2(b)	To re-elect Mr. Lau Chung Wai as an independent non-executive Director	600,000,000 (100%)	0 (0%)
2(c)	To authorise the Board to fix the remuneration of the Directors	600,000,000 (100%)	0 (0%)
3	To re-appoint Mazars CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration	600,000,000 (100%)	0 (0%)
4	To give a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of issued Shares as at the date of passing of this resolution	600,000,000 (100%)	0 (0%)
5	To give a general mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate number of issued Shares as at the date of passing of this resolution	600,000,000 (100%)	0 (0%)
6	Conditional upon the passing of resolution numbered 4 and 5, to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by the aggregate number of the Shares repurchased by the Company	600,000,000 (100%)	0 (0%)
Special resolution		For Number of Shares (Approximate %)	Against Number of Shares (Approximate %)
7	<p>(1) To approve the proposed amendments to the memorandum and articles of association of the Company currently in force (the “M&A”) as set out in Appendix III to the Circular be and are approved; and</p> <p>(2) Subject to the passing of the resolution set out in paragraph 7(1) above, the adoption of amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the M&A with immediate effect after the close of the AGM be and is hereby approved, that the Company’s registered office provider be and is hereby authorised and instructed to make each necessary filing with the Registrar of Companies in the Cayman Islands in connection with this resolution and that each Director be and is hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum and articles of association, including, but not limited to, the execution of any and all documents, the provision of any instruction and attending to each filing in Hong Kong which may be necessary or desirable in connection with this resolution.</p>	600,000,000 (100%)	0 (0%)

Notes:

- (a) As a majority of the votes were cast in favour of the resolutions numbered 1 to 6, such resolutions were duly passed as ordinary resolutions.
- (b) As at least 75% of the votes were cast in favour of the resolution numbered 7, such resolution was duly passed as a special resolution.
- (c) As at the date of the Adjourned AGM, the total number of Shares in issue was 960,000,000 Shares.
- (d) The total number of Shares entitling the holder to attend and vote on the Resolutions was 960,000,000 Shares.
- (e) There were no Shares entitling the holder to attend and abstain from voting in favour of the Resolutions as set out in Rule 17.47A of the GEM Listing Rules.
- (f) No Shareholders were required under the GEM Listing Rules to abstain from voting on the Resolutions.
- (g) None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions.

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

Hong Kong, 17 May 2022

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. Lin Peicong.

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the GEM website of the Stock Exchange at www.hkgem.com for at least 7 days from the date of its posting. This announcement will also be published on the website of the Company at www.metropolis-leasing.com.