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METROPOLIS CAPITAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8621)

DISCLOSEABLE TRANSACTION IN RELATION TO THE SUBSCRIPTION OF A WEALTH MANAGEMENT PRODUCT

THE SUBSCRIPTION

On 30 May 2024 (after trading hours), Metropolis Leasing, an indirect wholly-owned subsidiary of the Company, subscribed for a wealth management product from China Merchants Bank with the amount of RMB6,500,000 (equivalent to approximately HK\$7,131,102) with its self-owned idle funds.

IMPLICATIONS UNDER THE GEM LISTING RULES

As one or more of the applicable percentage ratios for the Subscription calculated in accordance with the GEM Listing Rules are more than 5% but are less than 25%, the Subscription constituted a discloseable transaction on the part of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

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Details of the Subscription are summarised as follows:

Date of subscription	:	30 May 2024 (after trading hours)
Name of the wealth management product	:	CMB Wealth Management Zhaoying Daily Cash Management Financial Plan (“招銀理財招贏日日金現金管理類理財計劃”)
Product code	:	8940
Parties	:	(i) Metropolis Leasing (as the subscriber); (ii) China Merchants Bank Wealth Management (as the administrator); and (iii) China Merchants Bank (as custodian)
Amount of subscription	:	RMB6,500,000 (equivalent to approximately HK\$7,131,102)
Term of investment	:	Non-fixed term
Type of product	:	Non-guaranteed principal with floating return
Risk profile rating (internal risk assessment by the issuer)	:	Low risk
Expected rate of return	:	Floating rate with reference made to the changes in market interest rates and actual investment performance of the wealth management product
Investment scope	:	100 % invested in cash, bank deposits, bond repurchases, bank bills of The Central Bank of the PRC, interbank certificates of deposit, bonds, asset-backed securities and other money market instruments with good liquidity and being recognised by China Banking and Insurance Regulatory Commission and the People’s Bank of China
Termination and redemption	:	Metropolis Leasing is entitled to terminate and redeem the product at any time

BASIS OF DETERMINATION FOR THE SUBSCRIPTION AMOUNT

The Board confirmed that the subscription amount with respect to the Subscription was determined on the basis of commercial terms negotiated at arm’s length between Metropolis Leasing and each of China Merchants Bank and China Merchants Bank Wealth Management, having considered (i) the available surplus cash of the Company for treasury management purpose; (ii) the expected investment return; and (iii) the prevailing market interest rates and practices.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

After satisfying the funding requirements of the Group's daily operations and dividend distribution, among other things, the Group maintains a reasonable and effective operation of periodic idle funds to increase capital income, while guaranteeing the safety and liquidity of funds. The Directors are of the view that (i) the Subscription provides the Group with better return than fixed deposits generally offered by commercial banks in the PRC; (ii) appropriate wealth management with low risk exposure is conducive to enhancing the utilization of capital and increasing income from idle funds of the Group. Therefore, the Directors (including the independent non-executive Directors) are of the view that the terms for the Subscription are fair and reasonable, on normal commercial terms, and are in the best interests of the Company and its shareholders as a whole.

INFORMATION OF THE PARTIES

Metropolis Leasing and The Group

Metropolis Leasing is an indirect wholly-owned subsidiary of the Company. The Group, including Metropolis Leasing, is primarily engaged in the provision of finance lease, finance leasing advisory and factoring services to its customers in the PRC.

China Merchants Bank

China Merchants Bank is a licensed bank incorporated under the laws of the PRC listed on the Shanghai Stock Exchange (stock code : 600036) and on the Main Board of the Stock Exchange (stock code : 03968). It holds financial licenses of commercial banks, financial leasing, fund management, life insurance, overseas investment banks, consumer finance and wealth management, etc.. The principal businesses of China Merchant Bank include the provision of banking and related financial services.

China Merchants Bank Wealth Management

China Merchants Bank Wealth Management is a subsidiary of China Merchants Bank. China Merchants Bank Wealth Management is mainly engaged in the issuance of public financing products, private financing products, financial advisory and consulting and other asset management-related businesses.

As at the date of this announcement, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, China Merchants Bank, China Merchants Bank Wealth Management and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the GEM Listing Rules).

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DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors of the Company
“China Merchants Bank Wealth Management”	China Merchants Bank Wealth Management Co., Ltd, a subsidiary of China Merchants Bank
“CMB” or “China Merchants Bank”	China Merchants Bank Co., Ltd., a joint-stock company incorporated under the laws of the PRC with limited liability
“Company”	Metropolis Capital Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Metropolis Leasing”	Metropolis International Finance Leasing Co., Ltd.* (信都國際融資租賃有限公司), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) with a par value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of a wealth management product from China Merchants Bank with an amount of RMB6,500,000 (equivalent to approximately HK\$7,131,102) by Metropolis Leasing
“%”	per cent

For the purpose of this announcement, conversion of RMB into HK dollars is based on the approximate exchange rate of HK\$1.0 to RMB0.9115. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amounts in HK dollars or RMB have been, could have been or may be converted at such or any other rate or at all.

**By order of the Board
Metropolis Capital Holdings Limited
Chau David**

Chairman, chief executive officer and executive Director

Hong Kong, 30 May 2024

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.

** For identification purposes only*