

If you are in doubt as to any aspect of this 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 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)**

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of Company to be held at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong at 2:00 p.m. on Wednesday, 8 May 2019 is set out on pages 16 to 19 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying 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 22, 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 2:00 p.m. on Monday, 6 May 2019, Hong Kong time) or any adjournment thereof.

Completion and return of the 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 circular will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://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>.*

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## CHARACTERISTICS OF GEM

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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.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong at 2:00 p.m. on Wednesday, 8 May 2019, the notice of which is set out on pages 16 to 19 of this circular, and any adjournment thereof
“Articles”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Metropolis Capital Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“controlling shareholder(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of aggregate number of Shares in issue as at the date of passing of the relevant resolution granting such mandate

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## DEFINITIONS

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“Latest Practicable Date”	25 March 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Date”	12 December 2018, being the date of listing of the Shares on GEM
“Metropolis Asia”	Metropolis Asia Ltd., a limited liability company incorporated in the British Virgin Islands and a direct wholly-owned subsidiary of the Company
“Metropolis Hong Kong”	Metropolis International Investment Holding (Hong Kong) Company Limited (信都國際投資控股集團(香港)有限公司), a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company
“Metropolis Leasing”	Metropolis International Leasing Co., Ltd.* (信都國際租賃有限公司), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Takeovers Code” the Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time

“%” per cent.

*If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company names in Chinese which are marked with “\*” is for identification purpose only.*

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## LETTER FROM THE BOARD

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### **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:*

PO Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman  
KY1-1108  
Cayman Islands

*Head office and principal place of  
business in the PRC:*

Room 7003A  
887 Huai Hai Zhong Road  
Huangpu District  
Shanghai  
China

*Principal place of business in Hong Kong:*

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

29 March 2019

*To the Shareholders*

Dear Sirs

### **PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; AND PROPOSED RE-ELECTION OF DIRECTORS**

#### **INTRODUCTION**

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. Resolutions

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## LETTER FROM THE BOARD

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to be proposed at the AGM include ordinary resolutions relating to (i) the granting of the Issue Mandate and the Repurchase Mandate; and (ii) the re-election of Directors.

### **PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

An ordinary resolution will be proposed at the AGM to grant to the Directors the Issue Mandate to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate number of the Shares in issue as at the date of passing of the resolution approving the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprises 800,000,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the same will be 160,000,000 Shares, representing 20% of the issued share capital of the Company.

The Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the Company is required by any applicable laws or its Articles to hold its next annual general meeting; or (iii) when revoked or varied by ordinary resolution(s) of the Shareholders in general meeting prior to the next annual general meeting of the Company.

Subject to the passing of the ordinary resolutions regarding the Issue Mandate and Repurchase Mandate, an ordinary resolution will also be proposed to authorise the Director to issue new Shares in an amount not exceeding the aggregate number of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

### **PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate to repurchase Shares. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the aggregate number of the Shares in issue as at the date of passing of the resolution approving the Repurchase Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprises 800,000,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate on the date of passing the resolution approving the Repurchase Mandate will be 80,000,000 Shares, representing 10% of the Shares in issue.

The Repurchase Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the Company is required by any applicable laws or its Articles of Association to hold its next annual general meeting; or (iii) when revoked or varied by ordinary resolution(s) of the Shareholders in general meeting prior to the next annual general meeting of the Company.

Under the GEM Listing Rules, the Company is required to give all Shareholders all information which is reasonably necessary to enable Shareholders to make an informed



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## LETTER FROM THE BOARD

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decision as to whether to vote in favour of or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 108(a) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election.

Pursuant to Article 108(b) of the Articles, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 112 of the Articles shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Pursuant to Article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with the above provisions of the Articles, each of Mr. Chau David, Ms. Zhou Hui, Ms. Chau On, Mr. Lau Chung Wai, Mr. Mo Luojiang and Mr. Lo Kai Tung will retire from office and, being eligible, offer themselves for re-election at the AGM.

The Nomination Committee had assessed and reviewed each of the independent non-executive Directors' written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules, and is of the view that all of them, namely Mr. Lau Chung Wai, Mr. Mo Luojiang and Mr. Lo Kai Tung remain independent. The Board considers that all of the independent non-executive Directors have satisfactorily discharged their duties since their appointments and believes their re-appointments as independent non-executive Directors at the AGM would contribute to the corporate governance standards of the Group and contribute the board diversity of the Group based on their respective skills and experience.

Profiles of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 16 to 19 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all proposed resolutions set out in the notice convening the AGM shall be voted on by poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy is herewith enclosed for use at the AGM. Whether or not you are able to attend the AGM in person, you are requested to complete and return the form of proxy and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and, in any event not later than 48 hours before the time for the AGM (i.e. not later than 2:00 p.m. on Monday, 6 May 2019, Hong Kong time) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### RESPONSIBILITY STATEMENT

This 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 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 circular or this circular misleading.

### RECOMMENDATION

The Directors consider that the ordinary resolutions for granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors 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 favor of the relevant resolutions 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*

This Appendix serves as an explanatory statement, as required pursuant to Rule 13.08 of the GEM Listing Rules, to provide the requisite information to enable you to make an informed decision whether to vote in favour of or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares.

Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted, issued or repurchased by the Company prior to the AGM, the Directors would be allowed to repurchase a maximum of 80,000,000 Shares pursuant to the Repurchase Mandate.

### **REASONS FOR THE REPURCHASE**

The Directors believe that it would be in the best interests of the Company and the Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

### **FUNDING OF REPURCHASES**

In repurchasing securities, our Company may only apply funds legally available for such purpose in accordance with the Articles, the GEM Listing Rules, the Companies Ordinance and the applicable laws of Hong Kong. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise in accordance with the trading rules of the Stock Exchange from time to time.

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with that as at 31 December 2018, being the date of its latest published audited consolidated accounts. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the period from the Listing Date and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
December 2018	1.160	0.300
January 2019	0.560	0.335
February 2019	0.520	0.390
March 2019 ( <i>Note</i> )	0.425	0.350

*Note:* up to the Latest Practicable Date

**DISCLOSURE OF INTERESTS**

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their close associates (as defined in the GEM Listing Rules), have any present intention to sell Shares to the Company if the grant of the Repurchase Mandate is approved at the AGM and exercised.

As at the Latest Practicable Date, no other core connected persons (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases of the Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles.

**TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, View Art Investment Limited, a controlling Shareholder, was interested in 600,000,000 Shares representing approximately 75% of the total issued share capital of the

Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the aggregate shareholding interest of View Art Investment Limited would be increased to approximately 83.33% of the total issued share capital of the Company.

The Directors consider that such increase in shareholding will not give rise to an obligation for View Art Investment Limited to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the proposed Repurchase Mandate to such an extent as would give rise to such an obligation.

In addition, the Directors do not have any intention to exercise the proposed Repurchase Mandate to the effect that it will result in the public float to fall below the prescribed minimum percentage of 25% as required by the GEM Listing Rules.

#### **REPURCHASE OF SHARES MADE BY THE COMPANY**

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date to the Latest Practicable Date.

The followings are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM:

**Mr. Chau David (alias Chow Tai Lik) (周大為)**, aged 34, is the Chairman, chief executive officer and an executive Director, a controlling Shareholder and the founder of the Group. Mr. Chau was appointed as the Director on 29 June 2017 and was re-designated as an executive Director on 8 March 2018. Mr. Chau is primarily responsible for the overall corporate strategies, management and business development of the Group.

Mr. Chau is the founder of the Group. Based on when he first founded the Group in 2009, he has over eight years of experience in finance services, focusing on vehicle finance leasing and has been a key driver of the Group's business strategies and achievements to date and will continue to oversee the management of the business operations of the Group. Mr. Chau is currently a director of Metropolis Asia, a director of Metropolis Hong Kong and a director and legal representative of Metropolis Leasing. He has been the legal representative of Xin You (Cangzhou) Real Estate Development Co., Ltd\* (信友(滄州)房地產開發有限公司), which engages in property development since August 2010. Prior to founding the Group, Mr. Chau was a chief executive officer and an art director of Shanghai Hwa's Cultural Development Co., Ltd.\* (上海華氏文化發展有限公司) ("Shanghai Hwa's"), an artwork trading company, from November 2007 to September 2009. Through participating in the daily operation and management of Shanghai Hwa's and further developing the operation scale of Shanghai Hwa's, he accumulated knowledge and experience in business and management.

Mr. Chau obtained a Bachelor of Arts degree from the University of British Columbia in Canada in November 2007.

Mr. Chau David is the cousin of Ms. Zhou Hui, an executive Director and chief operation officer of the Company, and the son of Ms. Chau On, a non-executive Director.

Mr. Chau is the sole shareholder and sole director of View Art Investment Limited, a controlling Shareholder. As such, as at the Latest Practicable Date, Mr. Chau was deemed to be interested in 600,000,000 Shares held by View Art Investment Limited under the SFO.

Mr. Chau has entered into a service contract with the Company for an initial term of three years with effect from 12 December 2018 unless either party terminate the service contract by giving to the other party not less than three months' notice in writing. Mr. Chau is entitled to a remuneration of RMB360,000 per annum and a discretionary bonus as determined by the Board, which was determined based on, among others, the prevailing market conditions and his roles and responsibilities.

**Ms. Zhou Hui (周卉)**, aged 36, is an executive Director and the chief operation officer. Ms. Zhou was appointed as the Director on 29 August 2017 and was re-designated as an executive Director on 8 March 2018. Ms. Zhou joined the Group as a vice president in September 2010. She is primarily responsible for risks management and compliance of the Group.

Ms. Zhou has more than 12 years of experience in risks management of which she has seven years of experience in vehicle finance leasing sector. Prior to joining the Group, Ms. Zhou worked as a tax associate in Deloitte Touche Tohmatsu from August 2006 to March 2007 and deputy manager of risk management, responsible for risk control and assessment, in Bank of East Asia (China) Limited from March 2007 to September 2010. She has been the legal representative of Shanghai Junyu Asset Management Company Limited\* (上海君禦資產管理有限公司) which engages in asset management, Shanghai Aoya Information Technology Company Limited\* (上海澳亞信息科技有限公司) which engages in information technology, since October 2016 and December 2016, respectively.

Ms. Zhou obtained a bachelor's degree in commerce from the University of Otago in New Zealand in December 2005.

Ms. Zhou is the cousin of Mr. Chau David, the Chairman, chief executive officer of the Company, an executive Director and the controlling Shareholder, and the niece of Ms. Chau On, a non-executive Director.

Ms. Zhou has entered into a service contract with the Company for an initial term of three years with effect from 12 December 2018 unless either party terminate the service contract by giving to the other party not less than three months' notice in writing. Ms. Zhou was entitled to a remuneration of RMB300,000 per annum and a discretionary bonus as determined by the Board, which was determined based on, among others, the prevailing market conditions and her roles and responsibilities.

**Ms. Chau On (周安)**, aged 63, is a non-executive Director. Ms. Chau was appointed as the Director on 29 August 2017 and was re-designated as a non-executive Director on 8 March 2018. She is primarily responsible for supervising the Board and providing strategic advice to the Board. She joined the Group in June 2009.

Ms. Chau is currently the director of Metropolis Hong Kong and a supervisor of Metropolis Leasing. Ms. Chau has more than eight years of experience in the administrative field. She has been a director of Xin You (Cangzhou) Real Estate Development Co., Ltd\* (信友(滄州)房地產開發有限公司), which engages in property development since May 2010.

Ms. Chau obtained a bachelor's degree in politics and education from Shanghai Normal University (currently known as East China Normal University\* (上海華東師範大學)) in January 1980.

Ms. Chau is the mother of Mr. Chau David, the Chairman, the chief executive officer of the Company, executive Director and a controlling Shareholder, and the auntie of Ms. Zhou, an executive Director.

Ms. Chau has entered into a letter of appointment with the Company for an initial term of three years with effect from 12 December 2018 unless either party terminate the letter of appointment by giving to the other party not less than three months' notice in writing. Ms. Chau was entitled to a director's fee of RMB120,000 per annum, which was determined based on, among others, the prevailing market conditions and her roles and responsibilities.



**Mr. Lau Chung Wai (劉仲緯)**, aged 36, was appointed as an independent non-executive Director on 23 November 2018. He is responsible for supervising and providing independent judgment to the Board. He also serves as the chairman of the audit committee of the Board and member of the nomination committee and remuneration committee of the Board.

Mr. Lau has over 14 years of experience in accounting and finance. Prior to joining the Group, Mr. Lau had been working in Ernst & Young from September 2004 to September 2011 and his last position was manager of the assurance service team. He was a finance manager in a media company which is a subsidiary of Publicis Groupe SA, a company listed on the Euronext Paris (stock code: PUB. PA), from September 2011 to April 2013, and group financial controller of an enterprise engaging in the manufacturing of furniture and home decoration products in the PRC from May 2013 to July 2015. Since August 2015, Mr. Lau has been chief financial officer and company secretary of Da Sen Holdings Group Limited (stock code: 1580), the shares of which are listed on the Main Board of the Stock Exchange. Since August 2017, Mr. Lau has been company secretary of IAG Holdings Limited (stock code: 8513), the shares of which are listed on GEM.

Mr. Lau obtained his bachelor of business administration in accounting from the Hong Kong University of Science and Technology in November 2004. He was admitted as certified public accountant (practising) of Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) in January 2014 and has become member and fellow of HKICPA since January 2008 and May 2015, respectively.

Mr. Lau has entered into a letter of appointment with the Company for an initial term of three years with effect from 12 December 2018 unless either party terminate the letter of appointment by giving to the other party not less than three months’ notice in writing. Mr. Lau was entitled to a director’s fee of RMB120,000 per annum, which was determined based on, among others, the prevailing market conditions and his roles and responsibilities.

**Mr. Mo Luojiang (莫羅江)**, aged 39, was appointed as an independent non-executive Director on 23 November 2018. He is responsible for supervising and providing independent judgment to the Board. He also serves as the chairman of the remuneration committee of the Board and member of the audit committee and nomination committee of the Board.

Mr. Mo has more than 15 years of experience in trading of petrochemical and agricultural products and financial services in the PRC. Mr. Mo joined at Shanghai Dasheng Agriculture Finance Technology Co., Ltd. (formerly known as Shanghai Tonva Petrochemical Co., Ltd.) (stock code: 1103) (“**Dasheng Agriculture Finance**”), the shares of which are listed on the Main Board of the Stock Exchange, in July 2003 and was responsible for the preparation of the listing of Dasheng Agriculture Finance in Hong Kong and in charge of its business operation. Mr. Mo has served several positions at Dasheng Agriculture Finance, including its secretary of the board from July 2003 to July 2006 and from April 2012 to May 2013, its vice general manager from May 2006 to June 2013, its executive vice general manager from March 2007 to December 2010 and its executive director from May 2007 to June 2012 when Dasheng Agriculture Finance was



listed on GEM. Mr. Mo served as a chief executive officer and an executive director of Dasheng Agriculture Finance from May 2013 to December 2018 and from June 2013 to December 2018, respectively.

Mr. Mo is a director of Hong Kong Dasheng Agriculture Holding Company Limited ("**Hong Kong Dasheng**"), which is an investment holding company and a wholly-owned subsidiary of Dasheng Agriculture Finance pursuant to the interim report of Dasheng Agriculture Finance published on 28 September 2018. According to the public search made at the Companies Registry, on 11 September 2018, receivers and managers were jointly and severally appointed pursuant to a share charge entered into between Hong Kong Dasheng and a bank. Further, according to the public search made at the Companies Registry, it is noted that a form of notification of payment, satisfaction of debt, release from charge, etc, and a form of notice of cessation of appointment of receiver or manager were filed on 26 November 2018. According to searches conducted against Mr. Mo, no disqualification order has been made against Mr. Mo personally and no bankruptcy petition filed against Mr. Mo, and there was no record of any claim against him personally as a defendant in relation to Hong Kong Dasheng. Mr. Mo confirmed that he had not actively participated in the business operation of Hong Kong Dasheng. Mr. Mo confirmed that there was no wrongful act, fraud or irregularities on his part in leading to the aforesaid appointment of receivers and managers.

Mr. Mo obtained a bachelor's degree in management specialising in accountancy from Shanghai University of Finance and Economics in July 2003. Mr. Mo was awarded "The Excellence in Achievement of World Chinese Youth Entrepreneurs" issued by World Federation of Chinese Entrepreneurs Organisation in 2008.

Mr. Mo has entered into a letter of appointment with the Company for an initial term of three years with effect from 12 December 2018 unless either party terminate the letter of appointment by giving to the other party not less than three months' notice in writing. Mr. Mo was entitled to a director's fee of RMB120,000 per annum, which was determined based on, among others, the prevailing market conditions and his roles and responsibilities.

**Mr. Lo Kai Tung (盧啟東先生)**, aged 36, was appointed as an independent non-executive Director on 23 November 2018. He is responsible for supervising and providing independent judgment to the Board. He also serves as the chairman of the nomination committee of the Board and member of the audit committee and remuneration committee of the Board.

Mr. Lo has over 13 years of experience in auditing, corporate finance and investment banking. Mr. Lo worked in Ernst & Young from January 2005 to April 2008 when he left the firm as a senior accountant in global financial services department of Ernst & Young. Mr. Lo then commenced his career in corporate finance and investment banking when he served as an executive of Guotai Junan Capital Limited (a subsidiary of Guotai Junan International Holding Limited, a financial institution whose shares are listed on the Main Board of the Stock Exchange (stock code: 1788)) from January 2010 to July 2011. In July 2011, Mr. Lo joined the corporate finance department of Haitong International Capital Limited, a corporate finance firm (a subsidiary of Haitong International Securities Group

Limited, a financial institution whose shares are listed on the Main Board of the Stock Exchange (stock code: 665)) until December 2013. In January 2014, Mr. Lo joined Freeman Corporate Finance Limited as vice president, a licensed corporation under the SFC and left the company in May 2015. In June 2015, Mr. Lo joined Chinese Industrial Securities International Capital Limited, a corporate finance firm (a subsidiary of China Industrial Securities International Financial Group Limited, a financial institution whose shares are listed on GEM (stock code: 8407)) until May 2017 when he left the company as a director. From June and July 2017 to present, Mr. Lo is a director and has been appointed as a responsible officer to carry out Type 6 (advising on corporate finance) regulated activity respectively in Fortune Financial Capital Limited, a subsidiary of a financial institution whose shares are listed on the Main Board of the Stock Exchange (stock code: 290), namely China Fortune Financial Group Limited.

Mr. Lo obtained a degree of bachelor of business administration in accountancy and law from the City University of Hong Kong in November 2004. He has been a member of the HKICPA since April 2008.

Mr. Lo has entered into a letter of appointment with the Company for an initial term of three years with effect from 12 December 2018 unless either party terminate the letter of appointment by giving to the other party not less than three months' notice in writing. Mr. Lo was entitled to a director's fee of RMB120,000 per annum, which was determined based on, among others, the prevailing market conditions and his roles and responsibilities.

### **General**

Save as disclosed above, each of the Directors confirmed that he/she (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, each of the Directors confirmed that there are no other matters that need to be brought to the attention of the shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and that there are no other matters in relation to the re-election of Directors at the AGM which need to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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### METROPOLIS CAPITAL HOLDINGS LIMITED

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

**(Stock Code: 8621)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Metropolis Capital Holdings Limited (the “Company”) will be held at 7/F, Wheelock House, 20 Pedder Street, Central, Hong Kong at 2:00 p.m. on Wednesday, 8 May 2019 for the following purposes:

1. to receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and independent auditors of the Company for the year ended 31 December 2018;
2.
  - (a) to re-elect Mr. Chau David as an executive Director;
  - (b) to re-elect Ms. Zhou Hui as an executive Director;
  - (c) to re-elect Ms. Chau On as a non-executive Director;
  - (d) to re-elect Mr. Lau Chung Wai as an independent non-executive Director;
  - (e) to re-elect Mr. Mo Luojiang as an independent non-executive Director;
  - (f) to re-elect Mr. Lo Kai Tung as an independent non-executive Director; and
  - (g) to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
3. to re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix their remuneration;
4. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below and pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The

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## NOTICE OF AGM

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Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the “**Shares**”) or securities convertible into or exchangeable for the Shares, or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchange for Shares, shall not exceed the 20% of the aggregate number of Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) (the “**Companies Law**”) or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution;

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## NOTICE OF AGM

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Hong Kong Code on Share Buy-backs administered by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

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## NOTICE OF AGM

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6. “**THAT** subject to the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above.”

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

Hong Kong, 29 March 2019

*Notes:*

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more Shares and entitled to attend and vote at the meeting convened by the above notice is entitled to appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the meeting (i.e. 2:00 p.m. on Monday, 6 May 2019, Hong Kong time) or any adjourned meeting. Delivery of the form of proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 2 May 2019 to Wednesday, 8 May 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 30 April 2019.
4. Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. According to Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this notice will be taken by poll.
6. 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.