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## **METROPOLIS CAPITAL HOLDINGS LIMITED**

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

**(Stock Code: 8621)**

### **DISCLOSEABLE TRANSACTIONS IN RELATION TO THE FINANCE LEASING AGREEMENTS**

#### **FINANCE LEASING AGREEMENTS III WITH CUSTOMER B**

Reference is made to the announcement of Company dated 30 April 2019 in relation to the sale and leaseback of certain vehicles under the Finance Leasing Agreements I and the Finance Leasing Agreements II with Customer B. Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement. On 28 December 2018 and 30 April 2019 (after trading hours), Metropolis Leasing entered into the Finance Leasing Agreements I and the Finance Leasing Agreements II with Customer B in relation to sale and leaseback of certain vehicles. Pursuant to the Finance Leasing Agreements I and the Finance Leasing Agreements II, Metropolis Leasing shall purchase the leased vehicles at the aggregate consideration of RMB1,176,000 and lease an aggregate of eight leased vehicles to Customer B for lease payment.

On 5 June 2019 (after trading hours), Metropolis Leasing, an indirect wholly-owned subsidiary of the Company, entered into the Finance Leasing Agreements III with Customer B in relation to sale and leaseback of certain vehicles. Pursuant to the Finance Leasing Agreements III, Metropolis Leasing shall purchase the leased vehicles at the consideration of RMB1,015,000 and lease an aggregate of seven leased vehicles to Customer B for a term of 24 months in return for Lease Payment.

## IMPLICATIONS UNDER THE GEM LISTING RULES

As the applicable percentage ratios for the transactions under the Finance Leasing Agreements III calculated in accordance with the GEM Listing Rules are more than 5% but less than 25%, the Finance Leasing Agreements III and the transactions contemplated thereunder on a standalone basis, 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 the GEM Listing Rules. Furthermore, as the applicable percentage ratios for the transactions under the Finance Leasing Agreements III, on an aggregated basis, exceeded 5% but less than 25%, the transactions contemplated under the Finance Leasing Agreements III (together with the transactions under the Finance Leasing Agreements I and the Finance Leasing Agreements II, on an aggregated basis) 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 the GEM Listing Rules.

## INTRODUCTION

Reference is made to the announcement of Company dated 30 April 2019 in relation to the sale and leaseback of certain vehicles under the Finance Leasing Agreements I and the Finance Leasing Agreements II with Customer B. Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement. On 28 December 2018 and 30 April 2019 (after trading hours), Metropolis Leasing entered into the Finance Leasing Agreements I and the Finance Leasing Agreements II with Customer B in relation to sale and leaseback of certain vehicles. Pursuant to the Finance Leasing Agreements I and the Finance Leasing Agreements II, Metropolis Leasing shall purchase the leased vehicles at the aggregate consideration of RMB1,176,000 and lease an aggregate of eight leased vehicles to Customer B for lease payment.

On 5 June 2019 (after trading hours), Metropolis Leasing entered into the Finance Leasing Agreements III with Customer B in relation to sale and leaseback of seven leased vehicles.

## THE FINANCE LEASING AGREEMENTS III

The principal terms and conditions of the Finance Leasing Agreements III are summarised as follow:

- Date:** 5 June 2019 (after trading hours)
- Principal parties:** Metropolis Leasing (as lessor) and Customer B (as lessee)
- Leased vehicle:** Seven leased vehicles. The total original purchase price of the leased vehicles is RMB1,015,000.
- Lease term:** 24 months, commencing from the date of payment of consideration (or the date of payment of the first installment of consideration, if applicable) by Metropolis Leasing.

**Consideration:** RMB1,015,000, which was determined after arm's length negotiation between Metropolis Leasing and Customer B with reference to factors including, among others, the total original purchase price from the auto dealer of the leased vehicles and the condition of the leased vehicles.

The consideration will be paid by Metropolis Leasing to Customer B upon fulfillment of certain conditions, including, among others, (i) the relevant finance leasing agreement, ownership transfer agreement and guarantee document having been signed and becoming effective; and (ii) the receipt of certain due diligence documents of Customer B by Metropolis Leasing.

**Lease Payment:** Customer B shall pay the Lease Payment to Metropolis Leasing during the lease term by monthly installments according to the Finance Leasing Agreements III.

The Lease Payment shall include principal of RMB964,250 and the finance lease income (exclusive of value-added tax) for the entire lease term of RMB96,484.

The contract yield of the Finance Leasing Agreements III is expected to 5% (The contract yield per annum represents the total finance lease income to be received under the finance leasing agreement divided by the amount of consideration paid by Metropolis Leasing under the finance leasing agreement, and then divided by the number of years in the lease term).

**Security deposit:** Customer B agreed to pay security deposit of RMB253,750 (bearing nil interests) which will be returned by Metropolis Leasing to Customer B in full upon the full payment of the Lease Payment, retention consideration and any necessary payments to Metropolis Leasing according to the Finance Leasing Agreements III.

**Ownership of the leased vehicles:** During the lease term, the ownership of the leased vehicles under the respective finance leasing agreements shall be vested in Metropolis Leasing. If the lessee has properly and fully performed all its obligations under the respective finance leasing agreements, at the expiry of the lease term, Metropolis Leasing shall transfer the ownership of the leased vehicles to the lessee at nil consideration.

## **REASONS FOR AND BENEFITS OF THE TRANSACTIONS UNDER THE FINANCE LEASING AGREEMENTS**

The principal business of the Group is the provision of vehicle finance leasing to its customers in the PRC. It is expected that the Finance Leasing Agreements III will enable the Group to earn finance lease income and generate cash flow stream to the Group.

The terms of the Finance Leasing Agreements III were agreed between the parties after arm's length negotiations and are on normal commercial terms. The consideration to acquire the leased vehicle under the Finance Leasing Agreements III by Metropolis Leasing will be financed by the Group's internal resources.

Given that the Finance Leasing Agreements III were entered into in the ordinary and usual course of business of the Group and on normal commercial terms, the Directors are of the view that the terms of the Finance Leasing Agreements III are fair and reasonable and are in the interest of the Company and the Shareholders as a whole.

## **INFORMATION ABOUT 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 vehicle finance leasing to its customers in the PRC.

## **INFORMATION ABOUT CUSTOMER B**

Customer B is a company established in the PRC which is primarily engaged in operation of vehicle leasing. To the best knowledge of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of Customer B and its ultimate beneficial owners are independent third parties.

## **IMPLICATIONS UNDER THE GEM LISTING RULES**

As the applicable percentage ratios for the transactions under the Finance Leasing Agreements III, on a standalone basis, calculated in accordance with the GEM Listing Rules are more than 5% but less than 25%, the Finance Leasing Agreements III and the transactions contemplated thereunder 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 the GEM Listing Rules. Furthermore, as the applicable percentage ratios for the transactions under the Finance Leasing Agreements III, on an aggregated basis, exceeded 5% but less than 25%, the transactions contemplated under the Finance Leasing Agreements III (together with the transactions under the Finance Leasing Agreements I and the Finance Leasing Agreements II, on an aggregated basis) 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 the GEM Listing Rules.

## DEFINITIONS

“Announcement”	the announcement of Company dated 30 April 2019 in relation to the sale and leaseback of certain vehicles under the Finance Leasing Agreements I and the Finance Leasing Agreements II
“Board”	the board of Directors
“Company”	Metropolis Capital Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“connected person”	has the meaning ascribed to it under the GEM Listing Rules and the word “connected” shall be construed accordingly
“Customer B”	customer of the Group in respect of the Finance Leasing Agreements I, the Finance Leasing Agreements II and the Finance Leasing Agreements III
“Director(s)”	the director(s) of the Company
“Finance Leasing Agreements III”	the finance leasing agreement dated 5 June 2019 and entered into by Metropolis Leasing and Customer B in relation to sale and leaseback of seven vehicles, together with the ancillary agreements
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“independent third party(ies)”	person(s) who or company(ies) which is/are third party(ies) independent of the Company and its connected persons
“Lease Payment”	the lease payment payable to Metropolis Leasing by Customer B pursuant to the terms and conditions of the Finance Leasing Agreements III
“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

“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) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

\* *For identification purposes only*

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

Hong Kong, 5 June 2019

*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, (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](http://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](http://www.metropolis-leasing.com).*