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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 FINANCE LEASING AGREEMENT**

#### **FINANCE LEASING AGREEMENT WITH CUSTOMER A**

On 13 February 2026 (after trading hours), Metropolis Leasing, an indirect wholly-owned subsidiary of the Company, entered into the Finance Leasing Agreement with Customer A in relation to sale and leaseback of three pieces of artwork. Pursuant to the Finance Leasing Agreement, Metropolis Leasing shall purchase the leased artwork at the consideration of RMB8,400,000 and lease the leased artwork to Customer A for lease payment.

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

As one or more of the applicable percentage ratios for the transaction contemplated under the Finance Leasing Agreement calculated in accordance with the GEM Listing Rules are more than 5% but all of them are less than 25%, the transaction contemplated under the Finance Leasing Agreement constitutes 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, but is exempt from the Shareholders' approval requirement under the GEM Listing Rules.

#### **INTRODUCTION**

On 13 February 2026 (after trading hours), Metropolis Leasing, an indirect wholly-owned subsidiary of the Company, entered into the Finance Leasing Agreement with Customer A in relation to sale and leaseback of certain artwork. Pursuant to the Finance Leasing Agreement, Metropolis Leasing shall purchase the leased artwork at the consideration of RMB8,400,000 and lease the leased artwork to Customer A for lease payment.

## FINANCE LEASING AGREEMENT

The principal terms of the Finance Leasing Agreement are summarised below:

<b>Date:</b>	13 February 2026 (after trading hours)
<b>Principal parties:</b>	Metropolis Leasing (as lessor) and Customer A (as lessee)
<b>Leased artwork:</b>	Three pieces of artwork. The total original purchase price of the artwork is approximately RMB8,400,000.
<b>Lease term:</b>	24 months. Commencing from the date of payment of consideration by Metropolis Leasing to 25 February 2028.
<b>Consideration:</b>	RMB8,400,000, which was determined after arm's length negotiation between Metropolis Leasing and Customer A with reference to factors including, among others, the total original purchase price of the leased artwork and the condition of the leased artwork.
<b>Lease payment:</b>	<p>The lease payment shall include the principal of RMB8,400,000 and the finance lease income (inclusive of value-added tax) for the entire lease term of RMB1,008,179.07. Customer A shall pay the lease payment to Metropolis Leasing from September 2026 to the expiry of the lease term by monthly installments according to the Finance Leasing Agreement.</p> <p>The contract yield per annum of the Finance Leasing Agreement is expected to be approximately 6% (The contract yield per annum represents the total finance lease income (inclusive of value-added tax) 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).</p>
<b>Ownership of the leased artwork:</b>	During the lease term, the ownership of the leased artwork under the Finance Leasing Agreement shall be vested in Metropolis Leasing. If, at the expiry of the lease term, Customer A has not committed any breach of the Finance Leasing Agreement, Customer A may elect to exercise its right to purchase the leased artwork from Metropolis Leasing at RMB100 per artwork.

**Exhibition and convention:**

The leased artwork will be delivered to the relevant exhibition and convention organisation for exhibition and convention purposes.

**REASONS FOR AND BENEFITS OF THE TRANSACTION UNDER FINANCE LEASING AGREEMENT**

The principal business of the Group is the provision of finance leasing (including finance lease and sale and leaseback arrangements), finance leasing advisory and factoring services to its customers in the PRC. It is expected that the Finance Leasing Agreement will enable the Group to earn finance lease income and generate cash flow stream to the Group.

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

Given that the Finance Leasing Agreement was 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 Agreement 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 finance leasing (including finance lease and sale and leaseback arrangements), finance leasing advisory and factoring services to its customers in the PRC.

**INFORMATION ABOUT CUSTOMER A**

Customer A is a sole proprietorship enterprise established in the PRC which is primarily engaged in the retail and wholesale of artwork and collectibles. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Customer A is wholly-owned Xin Yafang (忻亞芳), being a PRC citizen.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Customer A and its ultimate beneficial owner are Independent Third Parties and they have no past or present relationships (formal or informal, business or otherwise, implied or explicit) with the Company or its connected persons.

## IMPLICATIONS UNDER THE GEM LISTING RULES

As one or more of the applicable percentage ratios for the transaction contemplated under the Finance Leasing Agreement calculated in accordance with the GEM Listing Rules are more than 5% but all of them are less than 25%, the transaction contemplated under the Finance Leasing Agreement constitutes 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, but is exempt from the Shareholders' approval requirement under the GEM Listing Rules.

## DEFINITIONS

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

“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
“Customer A”	Shanghai Qiluan Information Consultation Center* (上海杞鑾資訊諮詢中心), a sole proprietorship enterprise established in the PRC and an Independent Third Party
“Director(s)”	the director(s) of the Company
“Finance Leasing Agreement”	the finance leasing agreement dated 13 February 2026 and entered into between Metropolis Leasing and Customer A in relation to sale and leaseback of three pieces of artwork
“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
“Independent Third Party(ies)”	person(s) who or company(ies) which is/are third party(ies) independent of the Company and its connected persons
“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 the Hong Kong Special Administrative Region of the PRC, 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
“Shareholder(s)”	holder(s) of the Share(s)
“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, 13 February 2026

*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 ([www.hkgem.com](http://www.hkgem.com)) for at least 7 days from its date of publication. This announcement will also be published on the website of the Company at [www.metropolis-leasing.com](http://www.metropolis-leasing.com).*