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## **METROPOLIS CAPITAL HOLDINGS LIMITED**

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

**(Stock Code: 8621)**

### **DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO TERMINATION OF THE FINANCE LEASING AGREEMENT**

#### **TERMINATION OF THE FINANCE LEASING AGREEMENT**

On 9 June 2026, Metropolis Leasing and Customer B entered into a termination agreement in relation to the Finance Leasing Agreement (i.e. the Termination Agreement), pursuant to which (i) Customer B agreed to pay RMB2,368,815.92 (calculated based on the outstanding principal amount in relation to the Finance Leasing Agreement as of the date of the Termination Agreement) (i.e. the Outstanding Sum) to Metropolis Leasing; and (ii) upon receipt of the Outstanding Sum by Metropolis Leasing, Metropolis Leasing will return the 1,872 boxes of leased cards (i.e. brand new collectible trading cards that feature photographs and autographs of rookie, star and legendary NBA (National Basketball Association) and NFL (National Football League) players) to Customer B, and the parties will no longer enjoy the rights or bear the responsibilities under the Finance Leasing Agreement.

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

As the Termination Agreement constitutes a termination of a finance lease (i.e. the Finance Leasing Agreement), the transaction contemplated under the Termination Agreement constitutes a transaction of the Company pursuant to Rule 19.04(1)(c) of the GEM Listing Rules. As one or more of the applicable percentage ratios for the transaction contemplated under the Termination 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 Termination 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.

Further, as disclosed in the Announcement, given Customer B is indirectly wholly-owned by Mr. Chau David, an executive Director and a controlling shareholder of the Company, Customer B is a connected person of the Company. Thus, the transaction contemplated under the Finance Leasing Agreement constituted a connected transaction of the Company under Chapter 20 of the GEM Listing Rules. As the connected transaction contemplated under the Finance Leasing Agreement will be terminated by the Termination Agreement, the Company is subject to the announcement requirement pursuant to Rule 20.33 of the GEM Listing Rules. Since the applicable percentage ratios for the transaction contemplated under the Termination Agreement calculated in accordance with the GEM Listing Rules are less than 25% and the total consideration is less than HK\$10,000,000, the transaction contemplated under the Termination Agreement is subject to the reporting and announcement requirements under the GEM Listing Rules but exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

Since Mr. Chau David has a material interest in the Termination Agreement, Mr. Chau David and his associate, Ms. Chau On, a non-executive Director and the mother of Mr. Chau David, as well as Mr. Chau David's deemed connected person, Ms. Zhou Hui, an executive Director and the cousin of Mr. Chau David, abstained from voting on the relevant Board resolution approving the Termination Agreement and the transaction contemplated thereunder.

Reference is made to the announcement (the "**Announcement**") of Metropolis Capital Holdings Limited (the "**Company**", and its subsidiaries, the "**Group**") dated 22 April 2026 in relation to the discloseable and connected transaction in relation to the Finance Leasing Agreement. Unless otherwise defined, capitalised used herein shall have the same meanings as those defined in the Announcement.

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## **REASONS FOR AND BENEFITS OF ENTERING INTO THE TERMINATION 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. The Termination Agreement was entered into upon mutual agreement between Metropolis Leasing and Customer B.

The terms of the Termination Agreement were agreed between the parties after arm's length negotiations and are on normal commercial terms.

Given that the Termination 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 Termination 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 B**

Customer B is a company established in the PRC with limited liability which is primarily engaged in the sale of cards. Customer B is indirectly wholly-owned by Mr. Chau David, an executive Director and a controlling shareholder of the Company, and is therefore a connected person of the Company pursuant to the GEM Listing Rules.

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

Hong Kong, 9 June 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).*