



METRO HOLDINGS LIMITED
Company Registration No.: 197301792W
(Incorporated in the Republic of Singapore)

METRO GROUP INCREASES ITS STAKE FROM 25% to 50% IN FAIRBRIAR REAL ESTATE LIMITED, UNITED KINGDOM

The Board of Directors of Metro Holdings Limited ("**Metro**" or the "**Company**", together with its subsidiaries, the "**Metro Group**") wishes to announce the following:

ACQUISITION OF AN ADDITIONAL 25% STAKE IN FAIRBRIAR

1. INTRODUCTION

The Company has announced on 2 July 2014 that the Metro Group, through its direct wholly-owned subsidiary, Sun Capital Assets Pte. Ltd. ("**Sun Capital**") has entered into a Share Purchase Agreement with Scarborough Group International Ltd and Scarborough Singapore Holdings Limited to acquire a 25% equity interest in Scarborough Real Estate Limited ("**SRE**") which own two residential land plots in Manchester, United Kingdom (the "**Investment**"). Scarborough Real Estate Limited ("**SRE**") was subsequently renamed as Fairbriar Real Estate Limited ("**Fairbriar**").

Further to the above announcement, Sun Capital has entered into (i) a sale and purchase agreement to acquire an additional 25% equity stake in Fairbriar from Project UK (Middlewood Locks) Limited, an existing joint venture partner of Fairbriar, and (ii) a Deed of Assignment of Loan for the assignment of loan amount and its accrued interest, (collectively the "**Acquisition**" or the "**Investment**") for a total consideration of £18.0m (S\$31.0m) (the "**Purchase Consideration**"). The existing joint venture partner, Project UK (Middlewood Locks) Limited which is an indirect wholly owned subsidiary of Pure Jade Investments Limited, is an unrelated and independent party.

Fairbriar Real Estate Limited wholly owns Fairbriar Development Holdings Ltd and Fairbriar Developments (Salford) Ltd. Fairbriar Development Holdings Ltd owns The Railings, a residential development of 189 residential units whereby sales are on-going and Fairbriar Developments (Salford) Ltd owns a plot of land named Territory B which can be developed for residential and commercial purpose.

Sun Capital currently holds 25% equity interest in Fairbriar. Upon completion of the Acquisition, Sun Capital's equity stake in Fairbriar will increase from 25% to 50%. The remaining 50% of Fairbriar is held by Scarborough Premier Developments Ltd which is an indirect wholly owned subsidiary of Scarborough Group International Ltd.

2. INFORMATION ON THE INVESTMENT AND THE DEVELOPMENT

2.1 INFORMATION ON THE INVESTMENT

The Investment comprises the purchase of 25 C ordinary shares of £1 each fully paid in Fairbriar representing 25% of the issued share capital of Fairbriar of approximately £10.9m (S\$18.8m) and the assignment of shareholders' loan and its accrued interest of approximately £7.1m (S\$12.2m) as at 30 September 2024. The shares will be sold free from any encumbrances and together with all rights attaching or accruing to them upon completion of the acquisition.

2.2 INFORMATION ON THE DEVELOPMENT

Fairbriar, through its wholly-owned subsidiary, Fairbriar Real Estate Developments Limited, owns the freehold land plots for the Middlewood Locks and Milliners Wharf Phase 2 developments in Manchester, United Kingdom. Middlewood Locks is an award-winning neighbourhood impeccably located at the Western gateway to Manchester City Centre, next to the River Irwell and just a short walk to St.Johns, Spinningfields business district and the city centre. The mixed-use development is envisioned to provide approximately 2,215 new homes, and an additional 1,000 new homes or one million square feet of commercial space (including offices, hotel, shops and restaurants). The entire development has an estimated total gross floor area (“**GFA**”) of around 3 million square feet (“**sq ft**”) and a gross development value of approximately £1 billion.

3. RATIONALE FOR THE PROPOSED ACQUISITION

The Acquisition is in the ordinary course of the business of the Metro Group and is in line with the Group’s intention to enhance its presence in the United Kingdom.

4. CONSIDERATION

The Purchase Consideration of £18.0m for the 25% stake in Fairbriar comprises the purchase of the shares of approximately £10.9m and the assignment of shareholders’ loan and its accrued interest of approximately £7.1m as at 30 September 2024. The purchase consideration was arrived at based on arm’s length negotiations, taking into account the unaudited pro-forma consolidated net asset value of Fairbriar as at 30 September 2024, adjusted for predominantly the fair value of the underlying unsold residential units of The Railings and the Territory B land. The Purchase Consideration was funded through a combination of internal cash sources and bank borrowings.

5. NTA/FINANCIAL EFFECTS

The Acquisition is not expected to have any significant effect on the consolidated net tangible assets per share and consolidated earnings per share of the Metro Group for the current financial year ending 31 March 2025.

6. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or controlling shareholders of the Company (to the best of the knowledge of the Company) has any interest, direct or indirect, in the above matter other than through their shareholding interests in the Company.

By Order Of The Board
Tan Ching Chek and Eve Chan Bee Leng
Joint Company Secretaries
1 November 2024

About Scarborough Group International

Founded by Kevin McCabe in 1980, Scarborough Group International (“Scarborough”) is one of the UK’s most-active, privately-owned, mixed-use property developers. Over the last six decades, Scarborough has grown from a UK based real estate developer and investor into a global organisation with an award-winning portfolio of projects.

In the UK alone, Scarborough has delivered 9.1 million square feet of commercial space and approximately 3,900 residential units, with a further 3.7 million square feet of commercial space and approximately 1,900 residential units in the pipeline.

In July 2014, Metro entered into a joint venture with Scarborough Group acquiring a 25% stake in two land plots for GBP5.7 million in Manchester, United Kingdom – Middlewood Locks (a residential-led mixed-use development) and Hat Box (a 144-unit new build residential development). The collaboration was further strengthened in February 2016, when Metro participated in another joint venture with the Scarborough Group to develop two office buildings at Sheffield Digital Campus, United Kingdom.