



CENTURION CORPORATION LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 198401088W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Centurion Corporation Limited (“**Company**”) will be held at The Conference Room, 45 Ubi Road 1, #05-01, Singapore 408696 on 28 October 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modification(s), the following ordinary resolutions:

ORDINARY RESOLUTION 1

THE ACQUISITION

RESOLVED THAT:

- (a) the acquisition by the Purchasers (as defined below) from the Vendors (as defined below) of a portfolio of student accommodation assets comprising:
- (i) Manchester Student Village (“**MSV**”), a freehold property located at Lower Chatham Street, Manchester, M1 5SX, United Kingdom;
 - (ii) Manchester Student Village South (“**MSVS**”), a freehold property located at 357A Great Western Street, Manchester, M14 4AH, United Kingdom;
 - (iii) The Grafton (“**Grafton**”), a freehold property located at 60 Grafton Street, Manchester, M13 9NU, United Kingdom; and
 - (iv) Cathedral Campus (“**CC**”), a long leasehold interest property located at 1 Dean Patey Court, Cathedral Gate, Off Upper Duke Street, Liverpool, L1 7BT, United Kingdom,
- upon the terms and conditions of the Acquisition Agreements (as defined below) (“**Acquisition**”) be and is hereby approved, confirmed and ratified;
- (b) the directors of the Company (“**Directors**”) and each of them be and are/is hereby authorised to perform, complete and do all such acts and things (including approving, amending, modifying, supplementing and executing all such documents including, without limitation, the Acquisition Agreements, as may be required), as they and/or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Acquisition, the Acquisition Agreements and this Resolution; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed and delivered by a Director in connection with the Acquisition, the Acquisition Agreements and this Resolution be and are hereby approved, confirmed and ratified.

For the purposes of this Ordinary Resolution 1:

“**Acquisition Agreements**” means the following:

- (i) the sale and purchase agreement dated 15 July 2014 entered into between Centurion Investments (JS) Ltd as purchaser and Willowfox Ltd as vendor in relation to the sale and purchase of MSV;
- (ii) the sale and purchase agreement dated 15 July 2014 entered into between Centurion Investments (JS) Ltd as purchaser and Southvalley Estates Ltd as vendor in relation to the sale and purchase of MSVS;
- (iii) the sale and purchase agreement dated 15 July 2014 entered into between Centurion Investments (JS I) Ltd as purchaser and Costdesign2 Ltd as vendor in relation to the sale and purchase of Grafton; and
- (iv) the sale and purchase agreement dated 15 July 2014 entered into between Centurion Investments (JS II) Ltd as purchaser and BC3.01 Ltd as vendor in relation to the sale and purchase of CC;

“**Purchasers**” means Centurion Investments (JS) Ltd, Centurion Investments (JS I) Ltd and Centurion Investments (JS II) Ltd; and

“**Vendors**” means BC3.01 Ltd, Costdesign2 Ltd, Southvalley Estates Ltd and Willowfox Ltd.

ORDINARY RESOLUTION 2

THE PROPOSED GEOGRAPHICAL EXPANSION OF THE STUDENT ACCOMMODATION BUSINESS TO THE NEW MARKETS

RESOLVED THAT:

- (a) approval be and is hereby granted for the Company to expand the geographical scope of the student accommodation business (“**Student Accommodation Business**”) as carried on by the Company and its subsidiaries and associated companies (“**Group**”) which involves the following activities:
- (i) the developing, owning, selling, managing and operating of student accommodation; and
 - (ii) the provision of student accommodation and services,
- to include the Middle East, Europe, the United States and Canada (“**New Markets**”); and
- (b) the Directors be and are hereby authorised to do any and all such acts (including executing all such documents as may be required) as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the aforementioned proposed expansion of geographical scope of the Student Accommodation Business.

ORDINARY RESOLUTION 3

THE PROPOSED GEOGRAPHICAL EXPANSION OF THE WORKERS ACCOMMODATION BUSINESS TO THE NEW MARKETS

RESOLVED THAT:

- (a) approval be and is hereby granted for the Company to expand the geographical scope of the workers accommodation business (“**Workers Accommodation Business**”) as carried on by the Group which involves the following activities:
- (i) the developing, owning, managing and operating of workers accommodation; and
 - (ii) the provision of workers accommodation and services,
- to include the New Markets; and
- (b) the Directors be and are hereby authorised to do any and all such acts (including executing all such documents as may be required) as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the aforementioned proposed expansion of geographical scope of the Workers Accommodation Business.

BY ORDER OF THE BOARD

Tan San-Ju
Juliana Tan Beng Hwee
Company Secretaries

8 October 2014

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company (“**EGM**”) is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or a duly certified copy thereof, must be lodged at the registered office of the Company at 45 Ubi Road 1, #05-01, Singapore 408696 not less than forty-eight (48) hours before the time appointed for the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.