

CENTURION CORPORATION LIMITED

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

DESPATCH OF CIRCULAR IN RELATION TO:

- (1) THE ACQUISITION OF A PORTFOLIO OF STUDENT ACCOMMODATION ASSETS LOCATED IN THE UNITED KINGDOM; AND
- (2) THE PROPOSED EXPANSION OF THE GEOGRAPHICAL SCOPE OF THE STUDENT ACCOMMODATION BUSINESS AND THE WORKERS ACCOMMODATION BUSINESS

1. INTRODUCTION

1.1 **Circular.** The board of directors (“**Directors**”) of Centurion Corporation Limited (“**Company**”) and together with its subsidiaries and associated companies, the “**Group**”) wishes to announce that the Company has today despatched to shareholders of the Company (“**Shareholders**”) a circular dated 8 October 2014 (“**Circular**”) relating to the following:

- (i) the Acquisition (as defined below);
- (ii) the proposed expansion of the geographical scope of the Student Accommodation Business (as defined below) to the New Markets (as defined below) (“**Proposed Geographical Expansion of the Student Accommodation Business**”); and
- (iii) the proposed expansion of the geographical scope of the Workers Accommodation Business (as defined below) to the New Markets (“**Proposed Geographical Expansion of the Workers Accommodation Business**”) and together with the Proposed Geographical Expansion of the Student Accommodation Business, the “**Proposed Geographical Expansions**”).

1.2 **EGM.** The Circular includes the notice convening an extraordinary general meeting (“**EGM**”) to 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 seeking:

- (i) Shareholders’ ratification of the Acquisition;
- (ii) Shareholder’s approval for the Proposed Geographical Expansion of the Student Accommodation Business; and
- (iii) Shareholders’ approval for the Proposed Geographical Expansion of the Workers Accommodation Business.

2. ACQUISITION

2.1 **Acquisition.** On 16 July 2014, the Company announced that its wholly-owned subsidiary, Centurion Overseas Investments Pte. Ltd., had incorporated, *inter alia*, three new wholly-owned subsidiaries in Jersey, Channel Islands, namely Centurion Investments (JS) Ltd,

Centurion Investments (JSI) Ltd and Centurion Investments (JSII) Ltd and that these three subsidiaries had separately entered into four separate acquisition agreements (“**Acquisition Agreements**”) in relation to the acquisition of a portfolio of operational student accommodation assets located in the United Kingdom in accordance with the terms and subject to the conditions of the Acquisition Agreements (“**Acquisition**”). Completion of the Acquisition took place on 2 September 2014.

Further details of the Acquisition, including the financial effects and the rationale, are set out in paragraph 2 of the Circular.

- 2.2 **Ratification.** The Acquisition constitutes a “major transaction” under Rule 1014 of the listing manual (“**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and requires the approval of the Shareholders. As elaborated in paragraph 2.9 of the Circular, the SGX-ST had, upon an application made by the Company, granted the Company a waiver from the requirement to obtain prior Shareholders’ approval for the Acquisition and that the Company may instead seek Shareholders’ ratification of the Acquisition.

3. PROPOSED GEOGRAPHICAL EXPANSIONS

- 3.1 **Background.** Shareholders had, at the extraordinary general meeting of the Company held on 22 May 2012 (“**2012 EGM**”), approved, *inter alia*, the following:

- (i) the expansion of the business scope of the Group to include the developing, owning, selling, managing and operating of student accommodation and the provision of student accommodation and services (“**Student Accommodation Business**”) in Singapore and South-East Asia, China, Taiwan, Australia, the United Arab Emirates, Qatar and Saudi Arabia (“**Existing Overseas Markets**”); and
- (ii) the extension of the geographical scope of the Group’s business of developing, owning, managing and operating of workers accommodation as well as the provision of workers accommodation and services (“**Workers Accommodation Business**”) to the Existing Overseas Markets.

Following Shareholders’ approval obtained at the 2012 EGM, the Group has, in its ordinary course of business, been able to enter into transactions relating to the Student Accommodation Business or the Workers Accommodation Business, as the case may be, in Singapore and the Existing Overseas Markets without the need for further Shareholders’ approval, so long as such transactions do not change the risk profile of the Group. This substantially reduces the administrative time and expenses in convening separate general meetings to seek Shareholders’ approval and consequently, facilitates the Group’s pursuit of its corporate objectives and increasing the Group’s responsiveness to business opportunities.

- 3.2 **Proposed Geographical Expansions.** In connection with expanding and increasing its portfolio and improving its future growth prospects, the Group proposes to expand the geographical scope of the Student Accommodation Business and Workers Accommodation Business to the Middle East, Europe, the United States and Canada (“**New Markets**”).

If Shareholders approve the Proposed Geographical Expansions, the Group will be able to, in its ordinary course of business, engage in the Student Accommodation Business and the Workers Accommodation Business in the New Markets.

The rationale for and the risks associated with the Proposed Geographical Expansions are set out and elaborated in paragraph 3.2 and paragraph 4 respectively of the Circular.

4. CIRCULAR

The Circular, a copy of which is also available on the website of the SGX-ST at www.sgx.com, sets out further details relating to the Acquisition and the Proposed Geographical Expansions and contains the notice convening the EGM.

BY ORDER OF THE BOARD
CENTURION CORPORATION LIMITED

Kong Chee Min
Executive Director and Chief Executive Officer
8 October 2014