

PROPOSED DUAL PRIMARY LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

DESPATCH OF CIRCULAR AND NOTICE OF EXTRAORDINARY GENERAL MEETING IN RELATION TO:

- **THE PROPOSED SHARE OFFER TO BE CARRIED OUT IN CONJUNCTION WITH THE PROPOSED DUAL LISTING; AND**
 - **THE PROPOSED ADOPTION OF THE NEW CONSTITUTION.**
-

*Unless otherwise defined, capitalised terms herein shall have the same meaning as ascribed to them in the Company's announcements dated 12 April 2017, 27 June 2017 and 1 August 2017 in relation to the Proposed Dual Listing (the "**Announcements**").*

The Board of Directors (the "**Directors**") of Centurion Corporation Limited (the "**Company**") refers to the Announcements in relation to the Proposed Dual Listing.

The Directors wish to announce that the Company has today despatched to Shareholders a circular dated 14 August 2017 ("**Circular**") containing, *inter alia*, a notice ("**Notice of EGM**") for convening an extraordinary general meeting of the Company ("**EGM**") on 6 September 2017 at 10.00 a.m. at The Conference Room, 45 Ubi Road 1 #05-01 Singapore 408696 for the purpose of seeking Shareholders' approval for the following:

- (a) the proposed public offer and placing of up to 36,000,000 new ordinary shares in the capital of the Company ("**Share Offer**") for subscription at an offer price of not more than 20.0% discount to the SGX-ST market price to be carried out in conjunction with the Proposed Dual Listing; and
- (b) the proposed adoption of the new Constitution ("**New Constitution**").

In connection with the Proposed Dual Listing, the Company is required to amend its existing Constitution to comply with, *inter alia*, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("**SEHK**"), the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Joint Policy Statement Regarding the Listing of Overseas Companies issued jointly by the Securities and Futures Commission of Hong Kong and the SEHK. The proposed New Constitution will also incorporate, amongst others:

- (a) amendments to the Companies Act (Chapter 50) of Singapore introduced pursuant to the Companies (Amendment) Act 2005, Companies (Amendment) Act 2014 and Companies (Amendment) Act 2017;
- (b) updated provisions which are consistent with the prevailing rules of the Listing Manual; and
- (c) provisions to address the personal data protection regime in Singapore.

The Company is also taking this opportunity to streamline and rationalize certain other provisions in its existing Constitution.

Shareholders who do not receive the Circular within one (1) week from the date of this announcement should contact the share registrar of the Company at the following address:

B.A.C.S. Private Limited

8 Robinson Road
#03-00 ASO Building
Singapore 048544

An electronic copy of the Circular and the Notice of EGM are also available on the website of the SGX-ST at www.sgx.com.

The Proposed Dual Listing and Share Offer are subject to, amongst others, approval from the SEHK for the listing of, and permission to deal in the Shares on the Main Board of the SEHK and, as applicable or required, other legal or regulatory approvals including the approval of Shareholders and the SGX-ST. Shareholders should note that in view of the Share Offer that has to be undertaken, the success of the Proposed Dual Listing will further be subject to the then prevailing market conditions. Further, the Directors may, notwithstanding that all relevant legal and regulatory approvals have been obtained, decide not to proceed with the Proposed Dual Listing and Share Offer, if after assessing various factors including the prevailing general economic and capital market conditions, the Directors deem that it is not in the best interests of the Company to proceed with the same.

Accordingly, there is no certainty that the Proposed Dual Listing and Share Offer may occur. Information relating to the Proposed Dual Listing and Share Offer in this announcement is also subject to change.

Shareholders and other investors are advised to exercise caution when trading in the securities of the Company and to refrain from taking any action which may be prejudicial to their interests. In the event that Shareholders and other investors are in any doubt, they should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

The Company will make further announcements to keep Shareholders updated on any material developments as and when appropriate.

BY ORDER OF THE BOARD OF
CENTURION CORPORATION LIMITED

Kong Chee Min
Chief Executive Officer
14 August 2017