

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN DOUBT AS TO THE ACTION THAT YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

If you have sold or transferred all your shares in the capital of SM Summit Holdings Limited (“**Company**”), you should forward this Circular, the Notice of EGM and the attached Proxy Form immediately to the purchaser or transferee or to the stockbroker, bank or agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) assumes no responsibility for the correctness of any statements made, reports contained or opinions expressed in this Circular. Application has been made to the SGX-ST for the listing and quotation of the Westlite Consideration Shares, the JVCo Consideration Shares and Placement Shares (the “**New Shares**”) on the SGX-ST. Approval in-principle granted by the SGX-ST to the Company for the listing and quotation, on the Official List of the SGX-ST, of up to 756,061,120 Consolidated Shares following the completion of the Proposed Transactions and the Compliance Placement, is not to be taken as an indication of the merits of the Company, its Subsidiaries, its securities, the Proposed Transactions and the new Consolidated Shares.

Terms appearing on the cover of this Circular bear the same meanings as defined in this Circular.

YOUR ATTENTION IS DRAWN TO THE SECTION ENTITLED “RISK FACTORS” OF THIS CIRCULAR AND IN THE LETTER TO SHAREHOLDERS FROM WESTLITE, WHICH YOU SHOULD REVIEW CAREFULLY.

The Company would like to highlight in particular the following risk (set out on page A-12) to be considered in connection with this Circular:

The business of Westlite may be affected by policy changes in Singapore which reduce the number of foreign workers.



SM SUMMIT HOLDINGS LIMITED

*(Incorporated in Singapore on 31 March 1984)
(Company Registration No.: 198401088W)*

CIRCULAR TO SHAREHOLDERS

in relation to:

- (1) The Proposed Acquisition of the entire issued and paid up share capital in Centurion Dormitory (Westlite) Pte. Ltd. (“**Westlite Acquisition**”);
- (2) The Proposed Acquisition of 45% of the issued and paid up share capital in Lian Beng-Centurion (Mandai) Pte. Ltd. (“**JVCo Acquisition**”);
- (3) The proposed allotment and issue of 849,702,740 Westlite Consideration Shares in satisfaction of the consideration for the Westlite Acquisition and 100,000,000 JVCo Consideration Shares in satisfaction of the consideration for the JVCo Acquisition;
- (4) The Proposed Share Consolidation;
- (5) The Proposed Whitewash Resolution;
- (6) The Appointment of Proposed New Directors;
- (7) The proposed placement of up to 200 million New Shares pursuant to the Compliance Placement; and
- (8) The Proposed Name Change.

Financial Adviser to the Company



CIMB Bank Berhad (13491-P)

*Singapore Branch
(Incorporated in Malaysia)*

Independent Financial Adviser in relation to the Proposed Acquisitions and the Proposed Whitewash Resolution



PROVENANCE CAPITAL PTE. LTD.

*(Incorporated in the Republic of Singapore)
(Company Registration No.: 20039056E)*

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	27 July 2011 at 3.30 p.m.
Date and time of Extraordinary General Meeting	:	29 July 2011 at 3.30 p.m.
Place of Extraordinary General Meeting	:	Paramount Hotel Singapore, Parawave@level 4, 25 Marine Parade, Singapore 449536