



CENTURION CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 198401088W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **Extraordinary General Meeting** (“EGM”) of Centurion Corporation Limited (the “**Company**”) will be held at The Conference Room, 45 Ubi Road 1 #05-01 Singapore 408696 on 6 September 2017 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions (“**Resolutions**”), as an ordinary resolution or a special resolution, as the case may be.

Unless herein defined, all terms defined in this Circular of EGM shall have the same meanings as those defined or construed in the circular dated 14 August 2017 issued by the Company to Shareholders (the “**Circular**”).

RESOLUTION 1

ORDINARY RESOLUTION

THE PROPOSED PUBLIC OFFER AND PLACING (“SHARE OFFER”) OF UP TO 36,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (“OFFER SHARES”) 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 SEHK LISTING

That subject to and conditional upon the passing of Resolution 2:

1. the issue of up to 36,000,000 Offer Shares at an offer price of not more than 20.0% discount to the SGX-ST Market Price, pursuant to such structure, in such manner, on such terms and at such time as the Board may determine and all matters relating thereto be approved and authorised and notwithstanding that the authority conferred by this resolution may have ceased to be in force, any Director be authorised to issue the Offer Shares in pursuance of any offer or agreement made by the Directors while this resolution was in force;
2. the listing of the Shares in issue and listed on the Mainboard of the SGX-ST and Shares that may be allotted and issued pursuant to (i) the Share Offer and (ii) the exercise of Warrants that have been issued by the Company and which are listed and quoted on the Mainboard of the SGX-ST, on the Main Board of the SEHK and all matters relating thereto be approved and authorised; and
3. the Company and any Director be authorised to take all necessary steps, do all such acts and things and sign all such documents and deeds (including approving any matters in relation to the Share Offer and SEHK Listing) as they may consider necessary, desirable or expedient to give effect to or carrying into effect this Resolution, provided where the common seal of the Company is required to be affixed to the documents and deeds, such documents and deeds shall be signed and the common seal of the Company shall be affixed in accordance with the Constitution of the Company.

The “SGX-ST Market Price” refers to (i) the weighted average price for trades of the Shares done on the SGX-ST for the full Market Day on which the Offer Price is determined; or (ii) if trading in the Shares is not available for a full Market Day as at the time the Offer Price is determined, or if the Offer Price is determined before trading on SGX-ST commences, the weighted average price for trades in Shares executed on the Market Day immediately preceding the date on which the Shares were traded on the SGX-ST up to the time the Offer Price is determined.

RESOLUTION 2

SPECIAL RESOLUTION

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

That approval be and is given for the proposed adoption of the New Constitution in the manner referred to in Appendices C and D of the Circular and all matters relating thereto, and shall only take effect in the manner described below:

1. if the Company proceeds with the Share Offer and SEHK Listing, the New Constitution shall come into effect in the manner referred to in Section A of Appendix C of the Circular upon the date the Shares are listed on the SEHK; or
2. if the Company decides not to or does not proceed with the Share Offer and SEHK Listing, the New Constitution shall come into effect in the manner referred to in Section B of Appendix C of the Circular (together with the necessary modifications) upon the announcement by the Company to this effect on the SGXNET,

and the Directors of the Company and/or any of them be and are/is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

By Order of the Board

Hazel Chia Luang Chew
Juliana Tan Beng Hwee
Company Secretaries
14 August 2017

Notes:

- (1) For further details, please refer to the Circular.
- (2) (a) A member of the Company (“**Member**”) who is not a relevant intermediary is entitled to attend and vote at the EGM or to appoint one (1) or two (2) proxies to attend, speak and vote at the EGM. Where a Member appoints more than one proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the Proxy Form.
(b) A Member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member (which number and class of shares shall be specified). Where such Member appoints more than two (2) proxies, the appointments shall be invalid unless the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
“Relevant intermediary” has the meaning ascribed to it in section 181 of the Companies Act (Chapter 50) of Singapore.
- (3) A proxy need not be a Member.
- (4) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 45 Ubi Road 1 #05-01 Singapore 408696 not less than 48 hours before the time appointed for holding the EGM.
- (5) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

PERSONAL DATA PRIVACY

Where a Member submits an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Member (i) consents to the collection, use and disclosure of the Member’s personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.