



CENTURION CORPORATION LIMITED

勝捷企業有限公司*

(Incorporated in the Republic of Singapore with limited liability)
(Co. Reg. No.: 198401088W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall have the same meaning ascribed to them in the circular dated 26 March 2024 issued by the Company (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM" or "Meeting") of Centurion Corporation Limited (the "Company") will be held at Bras Basah Room, Raffles City Convention Centre (Level 4), 80 Bras Basah Road, Singapore 189560 on 26 April 2024 (Friday) at 10:15 am (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 10:00 am on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions:

SPECIAL RESOLUTION

1. PROPOSED ADOPTION OF THE NEW CONSTITUTION

"THAT the Existing Constitution be amended in the manner as set out in Appendix 2 to the circular of the Company dated 26 March 2024 (the "Circular"); and THAT the New Constitution of the Company as set out in Appendix 1 to the Circular, which incorporates all of the proposed amendments set out in the Circular, be and is hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution with immediate effect after the close of the Meeting; and THAT the Directors of the Company and each of them be and are hereby authorised to complete and do (or cause to be done) all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Special Resolution."

(Special Resolution 1)

ORDINARY RESOLUTION

1. PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE [See Explanatory Note (i)]

"THAT, CONTINGENT UPON THE PASSING OF SPECIAL RESOLUTION 1:

(a) for the purposes of the Companies Act 1967 of Singapore ("Companies Act"), the exercise by the Directors of the Company of all the powers to purchase or otherwise acquire issued shares in the capital of the Company from time to time of not exceeding in aggregate the Prescribed Limit (as hereinafter defined) at the price of up to but not exceeding the Maximum Price (as hereinafter defined), whether by way of:

- on-market purchases (each an "On-Market Share Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"), through the ready markets, through one or more duly licensed stock brokers appointed by the Company for such purpose; and/or
- off-market purchases (each an "Off-Market Share Purchase") effected in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to the provisions of the Companies Act and the Listing Manual of the SGX-ST, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

(b) unless revoked or varied by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- the date on which the next AGM of the Company is held; or
- the date by which the next AGM of the Company is required by law to be held; or
- the date on which the purchases of shares by the Company have been carried out to the full extent mandated;

(c) for the purpose of this Resolution:

"Prescribed Limit" means ten percent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution; and

"Maximum Price" in relation to a share to be purchased, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:

- in the case of an On-Market Share Purchase, one hundred and five percent (105%) of the Average Closing Price (as hereinafter defined); and
- in the case of an Off-Market Share Purchase, one hundred and twenty percent (120%) of the Average Closing Price,

where:

"Average Closing Price" means the average of the closing market prices of a share of the Company over the last five (5) Market Days ("Market Day" being a day on which the SGX-ST is open for securities trading), on which transactions in the shares of the Company were recorded, immediately preceding the date of making the On-Market Share Purchase, or, as the case may be, the date of making an announcement for an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days and the day on which the purchase is made or, as the case may be, the date of making an announcement for an offer pursuant to the Off-Market Share Purchase;

"date of making an announcement for an offer" means the date on which the Company announces its intention to make an offer for an Off-Market Share Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Share Purchase calculated on the foregoing basis) for each share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase;

(d) the Directors of the Company and each of them be and are hereby authorised to deal with the shares purchased by the Company, pursuant to the Share Purchase Mandate in any manner as they or he/she may think fit, which is allowance under the Companies Act and the Listing Manual of the SGX-ST; and

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

(Ordinary Resolution 1)

By Order of the Board
Hazel Chia Luang Chew
Juliana Tan Beng Hwee
Company Secretaries

Singapore
26 March 2024

Explanatory Note:

(i) As Ordinary Resolution 1 is contingent upon the passing of Special Resolution 1, in the event that Special Resolution 1 is not passed, Ordinary Resolution 1 would not be duly passed.

Notes:

- (i) A member of the Company ("Member" or "Shareholder") who is not a relevant intermediary* is entitled to attend, speak and vote at the EGM or to appoint not more than two (2) proxies to attend, speak and vote in his/her stead.
- (ii) A Member who is a relevant intermediary* may 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 him/her.

* "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

- A proxy cannot appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
- A Member need not be a Member. The Chairman of the Meeting, as its proxy, need not be a Member.
- If the appointor is a corporation, the instrument appointing a proxy or proxies ("Proxy Form") must be executed under seal or the hand of its duly authorised officer or attorney.
- The Proxy Form is not valid for use by investors holding shares through relevant intermediaries (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.

CPF/SRS investors should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10:15 am on 17 April 2024, being at least seven (7) working days before the date of the EGM.

Investors holding shares through relevant intermediaries (other than CPF/SRS Investors) who wish to vote at the EGM should approach their relevant intermediaries as soon as possible to submit their votes.

- The Proxy Form appointing a proxy or proxies, duly completed and signed, must be submitted to the Company no later than **10:15 am on 23 April 2024**, being not less than 72 hours before the time appointed for holding the EGM, in the following manner:
 - if sent personally or by post, be lodged at the registered office of the Company at 45 Ubi Road 1, #05-01, Singapore 408696 ("Registered Office Address"); or
 - if submitted electronically, be submitted either by emailing a scanned PDF copy to agm@centurioncorp.com.sg or by uploading a scanned PDF copy to <https://www.centurioncorp.com.sg/2024AGM-EGM/submit-proxy-form>,failing which the Proxy Form may be treated as invalid.

- Completion and return of the Proxy Form by a Member will not preclude him/her from attending, speaking and voting at the EGM if he/she subsequently wishes to do so, and at any adjournment thereof. The relevant Proxy Form submitted by the Member shall be deemed to be revoked and in such an event, the Company reserves the right to terminate the proxy(ies)' access to the EGM proceedings.

- Pursuant to Regulation 59 of the Existing Constitution, each of the resolutions to be put to vote at the EGM (and at any adjournment thereof) shall be decided by way of poll as required by the listing manual of the SGX-ST.

9. Submitting questions in advance of the EGM

Shareholders who have any questions in relation to the Special Resolution 1 and Ordinary Resolution 1 can submit questions in advance, by **10:15 am on 23 April 2024**, via any of the following options:

- annex your questions to your Proxy Forms; or
- submit your questions on the Investor Relations section of the Company's website at <https://www.centurioncorp.com.sg/2024AGM-EGM/submit-questions>; or
- email your questions with your name and identification number to agm@centurioncorp.com.sg.

The Company will endeavour to respond to substantial and relevant questions received from Shareholders during the EGM proceedings. Such questions from Shareholders and responses from the Company will be included in the minutes of the EGM and published on the Company's website and on the website of the SGX-ST, via SGXNet, within one (1) month after the EGM. Where there are substantially similar questions, the Company will consolidate such questions; and consequently, not all questions may be individually addressed.

10. Despatch of documents and access to documents or information relating to the EGM

(a) Printed copies of this Notice of EGM together with the Proxy Form and a Request Form have been sent to Shareholders. These documents are also available for download from the Company's website at the URL: www.centurioncorp.com.sg or, the website of the SGX-ST (www.sgx.com).

(b) The Circular has been published on the Company's website (www.centurioncorp.com.sg) and on the website of the SGX-ST (www.sgx.com).

(c) Printed copies of the Circular will be made available to Shareholders upon request. Shareholders could return the completed Request Form either via email to agm@centurioncorp.com.sg or by post, be lodged at the Company's Registered Office Address, by **12 April 2024**.

Proxy data privacy:

By submitting a Proxy Form appointing the Chairman of the meeting or any other person(s) as a proxy(ies) and/or representative(s) to attend, speak or vote at the Meeting 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 purposes of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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.

* for identification only