



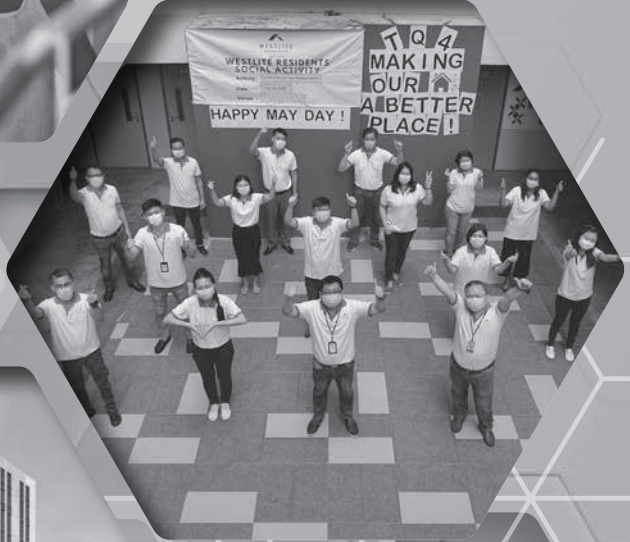
Centurion Corporation Limited

(Incorporated in the Republic of Singapore with limited liability)

(Co. Reg. No.: 198401088W)

SGX Stock Code: OU8

SEHK Stock Code: 6090



TOGETHER IN **STRENGTH**

ANNUAL REPORT
2020

CENTURION CORPORATION LIMITED

(Incorporated in the Republic of Singapore with limited liability)

(Co. Reg. No.: 198401088W)

24 March 2021

Dear Shareholders

We are pleased to enclose printed copies of the Notice of Annual General Meeting and Proxy Form for the upcoming Annual General Meeting ("**2021 AGM**") of Centurion Corporation Limited ("**CCL**" or the "**Company**") to be held by way of electronic means on 27 April 2021 at 10.00 a.m.

In line with CCL's corporate social responsibility and sustainability efforts, the Company's Annual Report for the financial year ended 31 December 2020 ("**Annual Report 2020**") and Circular to Shareholders dated 24 March 2021 ("**Circular to Shareholders**") are available for download from CCL's corporate website from the date of this letter.

The Annual Report 2020 and Circular to Shareholders may be accessed at the URL <https://www.centurioncorp.com.sg> under 'Investor Relations'.

1. To access the Annual Report 2020, click on 'Investor Relations' → at the vertical navigation menu found on the right side of the web page, at 'Publication' → click on 'Annual Reports' and click on the hyperlink to Annual Report 2020.
2. To access the Circular to Shareholders, click on 'Investor Relations' → at the vertical navigation menu found on the right side of the web page, at 'Publication' → click on 'Circulars' and click on the hyperlink to Circular to Shareholders – dated 24 March 2021.

You will need an internet browser and PDF reader to view the above-mentioned documents.

If you wish to receive printed copies of the Annual Report 2020 and/or the Circular to Shareholders, please complete the Request Form below and return it to CCL not later than **12 April 2021** by post. All previous requests for printed copies of annual reports and/or circulars will be disregarded.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service providers may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or your authorized representative(s)), for the purpose of processing and effecting your request.

2021 AGM AND ALTERNATIVE ARRANGEMENTS IN LIGHT OF COVID-19

The 2021 AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Due to the current COVID-19 restriction orders in Singapore, shareholders will not be able to attend the 2021 AGM physically in person (in Singapore). Shareholders will also not be able to vote online on the resolutions to be tabled for approval at the 2021 AGM.

Alternative arrangements relating to (i) attendance at the 2021 AGM via electronic means (including arrangements by which the 2021 AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), (ii) submission of questions prior to the 2021 AGM, (iii) addressing of substantial and relevant questions prior to or at the 2021 AGM and (iv) voting by appointing the Chairman of the Meeting as proxy at the 2021 AGM have been put in place and are set out in the Notice of 2021 AGM.

Please refer to the Notice of 2021 AGM for further details, including steps to be taken by shareholders to participate in and vote at the 2021 AGM.

Yours faithfully

For and on behalf of

Centurion Corporation Limited

Hazel Chia Luang Chew

Juliana Tan Beng Hwee

Company Secretaries

REQUEST FORM

To: Centurion Corporation Limited

N.B. Please tick accordingly. Incomplete or incorrectly completed forms will not be processed.

<input type="checkbox"/>	Please send me a printed copy of the Annual Report for the financial year ended 31 December 2020.
<input type="checkbox"/>	Please send me a printed copy of the Circular to Shareholders dated 24 March 2021.

Name(s) of Shareholder(s)			
The shares are held by me/us under/through:			
<input type="checkbox"/>	CDP Securities Account No.	_____	
<input type="checkbox"/>	CPF Investment Scheme/SRS	_____	
Mailing Address			
Signature(s)		Date	

Notes: This request is valid for the Annual Report 2020 and Circular to Shareholders only.

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2nd fold here

Affix
Postage
Stamp



CENTURION CORPORATION LIMITED

(Incorporated in the Republic of Singapore with limited liability)

(Co. Reg. No.: 198401088W)

45 Ubi Road 1, #05-01,

Singapore 408696

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NOTICE OF ANNUAL GENERAL MEETING

CENTURION CORPORATION LIMITED

勝捷企業有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Co. Reg. No.: 198401088W)

(SGX Stock Code: OUB)

(SEHK Stock Code: 6090)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**” or “**Meeting**”) of **CENTURION CORPORATION LIMITED** (the “**Company**”) will be held: (a) in Singapore, by way of electronic means (for Singapore shareholders); and (b) in Hong Kong, via video-conferencing at 5/F, International Trade Tower, 348 Kwun Tong Road, Kowloon, Hong Kong (for Hong Kong shareholders) on 27 April 2021 (Tuesday) at 10:00 am for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company and its subsidiaries for the financial year ended 31 December 2020 together with the Auditors’ Report thereon. **(Resolution 1)**

2. To re-elect the following Directors retiring pursuant to Regulation 89 of the Company’s Constitution:
 - (a) Mr. Han Seng Juan
[See Explanatory Note (i)] **(Resolution 2)**

 - (b) Mr. Gn Hiang Meng
[See Explanatory Note (ii)] **(Resolution 3)**

 - (c) Mr. Chandra Mohan s/o Rethnam
[See Explanatory Note (iii)] **(Resolution 4)**

3. That:
 - (a) the continued appointment of Mr. Gn Hiang Meng, as an Independent Non-Executive Director, for purposes of Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (which will take effect from 1 January 2022), be and is hereby approved by shareholders; and

 - (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
 - (i) the retirement or resignation of Mr. Gn Hiang Meng as a Director; or

 - (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.*[See Explanatory Note (ii)]* **(Resolution 5)**

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

4. That:

- (a) the continued appointment of Mr. Gn Hiang Meng, as an Independent Non-Executive Director, for purposes of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), be and is hereby approved by shareholders, excluding the Directors and the chief executive officer (“**CEO**”) of the Company, and associates of such Directors and CEO; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
 - (i) the retirement or resignation of Mr. Gn Hiang Meng as a Director; or
 - (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

[See Explanatory Note (ii)]

(Resolution 6)

5. That:

- (a) the continued appointment of Mr. Chandra Mohan s/o Rethnam, as an Independent Non-Executive Director, for purposes of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), be and is hereby approved by shareholders; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
 - (i) the retirement or resignation of Mr. Chandra Mohan s/o Rethnam as a Director; or
 - (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

[See Explanatory Note (iii)]

(Resolution 7)

6. That:

- (a) the continued appointment of Mr. Chandra Mohan s/o Rethnam, as an Independent Non-Executive Director, for purposes of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), be and is hereby approved by shareholders, excluding the Directors and the CEO of the Company, and associates of such Directors and CEO; and
- (b) the authority conferred by this Resolution shall continue in force until the earlier of the following:
 - (i) the retirement or resignation of Mr. Chandra Mohan s/o Rethnam as a Director; or

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the conclusion of the third AGM of the Company following the passing of this Resolution.

[See Explanatory Note (iii)]

(Resolution 8)

7. To approve the payment of Directors' fees of up to S\$422,875 for the financial year ending 31 December 2021, to be paid quarterly in arrears (FY2020: up to S\$525,000).

[See Explanatory Note (iv)]

(Resolution 9)

8. To re-appoint PricewaterhouseCoopers LLP as the Company's Auditors and to authorise the Directors to fix their remuneration.

(Resolution 10)

9. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

10. Share Issue Mandate

"That pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore (the "**Companies Act**"), Rule 806 of the Listing Manual of the SGX-ST and the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited ("**SEHK**"), the Directors of the Company be authorised and empowered to:

- A. (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise, and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- B. (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the

NOTICE OF ANNUAL GENERAL MEETING

Instruments, made or granted pursuant to this Resolution) shall not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST and SEHK) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of convertible securities which were issued and outstanding or subsisting at the time of the passing of this Resolution;
 - (b) new shares arising from exercising share options or vesting of share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST and the Listing Rules of the SEHK for the time being in force (unless such compliance has been waived by the SGX-ST and SEHK) and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note (v)]

(Resolution 11)

11. **Renewal of Share Purchase Mandate**

"That:

- (a) for the purposes of the 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

NOTICE OF ANNUAL GENERAL MEETING

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:

- (i) on-market purchases (each an “**On-Market Share Purchase**”) on the SGX-ST and/or SEHK, through the ready markets, through one or more duly licensed stock brokers appointed by the Company for such purpose; and/or
- (ii) 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, Listing Manual of the SGX-ST and Listing Rules of the SEHK, 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 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:
 - (i) the date on which the next AGM of the Company is held; or
 - (ii) the date by which the next AGM of the Company is required by law to be held; or
 - (iii) 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 an amount (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:

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

NOTICE OF ANNUAL GENERAL MEETING

- (ii) 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 or the SEHK, as the case may be, 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;

- (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 may think fit, which is allowable under the Companies Act, Listing Manual of the SGX-ST and the Listing Rules of the SEHK; and
- (e) the Directors of the Company and each of them be and are hereby authorised to complete and do all such 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.”

[See Explanatory Note (vi)]

(Resolution 12)

By Order of the Board

Hazel Chia Luang Chew

Juliana Tan Beng Hwee

Company Secretaries

Singapore, 24 March 2021

Headquarters and
Principal Place of Business
45 Ubi Road 1, #05-01
Singapore 408696

Principal Place of Business
in Hong Kong
Room 5705, 57th floor
The Center, 99 Queen's Road Central,
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Ordinary Resolution 2 is to re-elect Mr. Han Seng Juan ("**Mr. Han**") as a Non-Executive Director of the Company. Mr. Han will, upon re-election, remain as Non-Executive Director and Joint Chairman of the Board. He is a controlling shareholder of the Company. Save as disclosed in the Company's Annual Report and the circular to shareholders accompanying this Notice of AGM (the "**Circular**"), there are no relationships (including immediate family relationships) between Mr. Han and the other Directors, substantial shareholder of the Company or the Company.
- (ii) Ordinary Resolution 3 is to re-elect Mr. Gn Hiang Meng ("**Mr. Gn**"), an Independent Non-Executive Director ("**Independent Director**") who has served on the Board for more than nine (9) years from the date of his first appointment on 17 May 2007.

With effect from 1 January 2022, a director who has served on the board for an aggregate period of more than nine (9) years will no longer be eligible to be designated as an independent director unless his continued appointment as an independent director has been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the CEO of the company, and associates of such directors and CEO (as required by Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022) prior to 1 January 2022.

For purposes of the aforesaid Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, (i) Ordinary Resolution 5 is to seek approval from shareholders of the Company; and (ii) Ordinary Resolution 6 is to seek approval from shareholders of the Company, excluding the Directors and the CEO of the Company, and associates of such Directors and CEO, for the continued appointment of Mr. Gn, as an Independent Director of the Company, for a term of three (3) years, with effect from the passing of Ordinary Resolutions 5 and 6, until the conclusion of the third AGM of the Company following the passing of these Resolutions or the retirement or resignation of Mr. Gn, whichever is the earlier.

Accordingly, the Directors and the CEO of the Company, and their respective associates, will abstain from voting on Ordinary Resolution 6.

If all of Ordinary Resolutions 3, 5 and 6 are duly approved, Mr. Gn will, upon re-election as an Independent Director of the Company, remain as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee. He will be considered independent for the purposes of Rule 210(5)(d) and Rule 704(8) of the Listing Manual of the SGX-ST and Rule 3.13 of the Listing Rules of the SEHK. There are no relationships (including immediate family relationships) between Mr. Gn and the other Directors, substantial shareholders of the Company or the Company.

If Ordinary Resolution 3 is duly approved, but Ordinary Resolution 5 and/or Ordinary Resolution 6 is/are not approved, Mr. Gn will, upon re-election, remain as a Non-Executive and Non-Independent Director.

If Ordinary Resolution 3 is not duly approved, Mr. Gn will cease to be a Director with effect from the date of the AGM of the Company, notwithstanding that Ordinary Resolution 5 and/or Ordinary Resolution 6 may be approved by shareholders at the AGM of the Company.

- (iii) Ordinary Resolution 4 is to re-elect Mr. Chandra Mohan s/o Rethnam ("**Mr. Mohan**"), an Independent Director who has served on the Board for more than nine (9) years from the date of his first appointment on 17 May 2007.

With effect from 1 January 2022, a director who has served on the board for an aggregate period of more than nine (9) years will no longer be eligible to be designated as an independent director unless his continued appointment as an independent director has been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the

NOTICE OF ANNUAL GENERAL MEETING

directors and the CEO of the company, and associates of such directors and CEO (as required by Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022) prior to 1 January 2022.

For purposes of the aforesaid Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, (i) Ordinary Resolution 7 is to seek approval from shareholders of the Company; and (ii) Ordinary Resolution 8 is to seek approval from shareholders of the Company, excluding the Directors and the CEO of the Company, and associates of such Directors and CEO, for the continued appointment of Mr. Mohan, as an Independent Director of the Company, for a term of three (3) years, with effect from the passing of Ordinary Resolutions 7 and 8, until the conclusion of the third AGM of the Company following the passing of these Resolutions or the retirement or resignation of Mr. Mohan, whichever is the earlier.

Accordingly, the Directors and the CEO of the Company, and their respective associates, will abstain from voting on Ordinary Resolution 8.

If all of Ordinary Resolutions 4, 7 and 8 are duly approved, Mr. Mohan will, upon re-election as an Independent Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee. He will be considered independent for the purposes of Rule 210(5)(d) and Rule 704(8) of the Listing Manual of the SGX-ST and Rule 3.13 of the Listing Rules of the SEHK. There are no relationships (including immediate family relationships) between Mr. Mohan and the other Directors, substantial shareholders of the Company or the Company.

If Ordinary Resolution 4 is duly approved, but Ordinary Resolution 7 and/or Ordinary Resolution 8 is/are not approved, Mr. Mohan will, upon re-election, remain as Non-Executive and Non-Independent Director.

If Ordinary Resolution 4 is not duly approved, Mr. Mohan will cease to be a Director with effect from the date of the AGM of the Company, notwithstanding that Ordinary Resolution 7 and/or Ordinary Resolution 8 may be approved by shareholders at the AGM of the Company.

- (iv) Ordinary Resolution 9, if passed, will authorise the Company to make payment of fees to the Directors (including fees payable to members of the various Board Committees) for the financial year ending 31 December 2021 (“FY2021”) on a quarterly basis in arrears, for their services rendered during the course of the financial year. This will facilitate Directors’ compensation for services rendered in a more timely manner.

In view of the uncertainty amidst the Covid-19 pandemic and continued challenges ahead, the Directors of the Company have agreed to take a voluntary 15% reduction in Directors’ fees for FY2021, as part of the Company’s measures to strengthen cash flow management and controls to conserve cash, subject to review at the end of FY2021.

- (v) Ordinary Resolution 11, if passed, will empower the Directors of the Company from the date of the forthcoming AGM until the date of the next AGM to issue shares and/or to make or grant Instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such Instruments, up to a number not exceeding fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company.
- (vi) Ordinary Resolution 12, if passed, will empower the Directors of the Company from the date of the forthcoming AGM until the date of the next AGM to purchase issued ordinary shares of the Company by way of On-Market Share Purchase or Off-Market Share Purchase of not exceeding in aggregate the Prescribed Limit at the Maximum Price in accordance with the terms and conditions set out in the Circular, the Companies Act, the Listing Manual of the SGX-ST and the Listing Rules of the SEHK.

NOTICE OF ANNUAL GENERAL MEETING

The Company intends to use internal sources of funds or borrowings, or a combination of internal resources and external borrowings, to finance its purchase or acquisition of shares. The amount of financing required for the Company to purchase or acquire its shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice of AGM as these will depend on whether the shares are purchased or acquired out of capital or profits, the number of shares purchased or acquired and the price at which such shares are purchased or acquired.

The financial effects of the purchase or acquisition of such shares by the Company pursuant to the proposed Share Purchase Mandate on the audited financial statements of the Company and the Group for the financial year ended 31 December 2020 based on these assumptions are set out in paragraph 4.7 of the Circular.

Please refer to the Circular for details.

- * *Information on the Directors who are proposed to be re-elected can be found under the section entitled "Board of Directors" in the Annual Report 2020 and also in the Circular.*

IMPORTANT NOTICE ON THE FORTHCOMING AGM ARRANGEMENTS IN LIGHT OF THE CORONAVIRUS DISEASE 2019 ("COVID-19")

The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

Due to the current COVID-19 restriction orders in Singapore, shareholders will not be able to attend the AGM physically in person (in Singapore). Shareholders will also not be able to vote online on the resolutions to be tabled for approval at the AGM.

This notice sets out the Company's arrangements relating to, among others, (i) attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), (ii) submission of questions prior to the AGM, (iii) addressing of substantial and relevant questions prior to or at the AGM and (iv) voting by appointing the Chairman of the Meeting as proxy at the AGM.

Notes:

1. Participation in the AGM by Electronic Means and Pre-Registration

- (a) Members of the Company ("**Shareholders**" or "**Members**") (including investors holding shares through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS Investors**")) who wish to participate in the AGM via live audio-visual webcast or live audio-only stream ("**2021 AGM Live Webcast**") are required to pre-register (the "**Pre-Registration**") through the investor relations ("**IR**") web page under submenu "AGM" on the Company's website at URL:

<http://app.centurioncorp.com.sg/agm/registration.aspx>

by 10:00 am on 24 April 2021 ("Registration Cut-off Time**")** to enable the Company to verify their status as Shareholders.

- (b) After successful verification, authenticated Shareholders will receive an email invitation by 25 April 2021. The email invitation will be sent to the email address submitted during the online Pre-Registration which will contain a unique link/credentials and/or telephone number to access the 2021 AGM Live Webcast. No password will be required but Shareholders are only allowed to access the 2021 AGM Live Webcast using the pre-registered email address/telephone number.

NOTICE OF ANNUAL GENERAL MEETING

- (c) Shareholders must not forward the unique link/credentials to other persons who are not Shareholders and who are not permitted to attend the AGM proceedings. This is also to avoid any technical disruptions or overload to the 2021 AGM Live Webcast.
- (d) Shareholders who have registered by the Registration Cut-off Time but do not receive an email invitation by 25 April 2021 should contact the Company's IR team via email at agm@centurioncorp.com.sg as soon as possible.

Investors Holding Shares through Relevant Intermediaries – Pre-registration for 2021 AGM Live Webcast (including pre-submission of questions)

- (e) Investors holding shares through relevant intermediaries (other than CPF/SRS Investors) will not be able to pre-register for the 2021 AGM Live Webcast directly with the Company. Such investors who wish to participate in the 2021 AGM Live Webcast (including pre-submission of questions) should contact their relevant intermediaries through which they hold such shares as soon as possible in order for the relevant intermediaries to make the necessary arrangements to pre-register.

THE COMPANY WILL NOT ACCEPT ANY PHYSICAL ATTENDANCE BY SHAREHOLDERS IN SINGAPORE.

2. Shareholders to Appoint the Chairman of the Meeting as Proxy

- (a) Shareholders will not be able to vote online on the resolutions to be tabled for approval at the AGM.
- (b) Shareholders in Hong Kong (whether individual or corporate) who wish to exercise their voting rights at the AGM are encouraged to appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.
- (c) Shareholders in Singapore and Shareholders in Hong Kong without attending the AGM in person in Hong Kong (whether individual or corporate) who wish to exercise their voting rights at the AGM must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.
- (d) In the appointment of the Chairman of the Meeting as proxy, Shareholders must give specific instructions as to voting, or abstentions from voting, in respect of each of the resolutions in the instrument appointing the Chairman of the Meeting as proxy ("**Proxy Form**"), failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- (e) The Chairman of the Meeting, as proxy, need not be a member of the Company.

Investors Holding Shares through Relevant Intermediaries (including CPF/SRS Investors) – Proxy Appointment

- (f) 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.
- (g) Investors holding shares through a clearing house (or its nominee(s)) or relevant intermediaries (other than CPF/SRS Investors) who wish to appoint the Chairman of the Meeting as proxy should instead approach the clearing house (or its nominee(s)) or their relevant intermediaries as soon as possible to submit their votes.

NOTICE OF ANNUAL GENERAL MEETING

- (h) CPF/SRS Investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes (including pre-submission of questions) by 10:00 am on 16 April 2021, being at least seven (7) working days before the date of the AGM.

Corporate Shareholder

- (i) If the appointor is a corporation, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.

Submission of Proxy Form

- (j) The Proxy Form appointing the Chairman of the Meeting as proxy, duly completed and signed, must be submitted to the Company no later than **10:00 am on 24 April 2021**, being 72 hours before the time appointed for holding the AGM, in the following manner:

- by depositing a physical copy at the registered office of the Company at 45 Ubi Road 1, #05-01 Singapore 408696 (for Singapore Shareholders) or the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders); or

- by sending a scanned PDF copy via email to agm@centurioncorp.com.sg,

failing which the instrument may be treated as invalid.

3. Submission of Questions prior to the AGM

- (a) Shareholders who have any questions in relation to the items of the agenda of the AGM should send them in advance, by the Registration Cut-Off Time, via any of the following options:

- a. Annex your questions with your Proxy Forms.
- b. Submit your questions in the text box provided during the 2021 AGM Live Webcast Pre-Registration process.
- c. Email your questions with your name and identification number (for Singapore Shareholders)/ your name and address (for Hong Kong Shareholders) to agm@centurioncorp.com.sg.

- (b) The Company will endeavour to respond to substantial and relevant questions received from Shareholders prior to the AGM or during the AGM proceedings/2021 AGM Live Webcast, and subsequent to the AGM, will also publish such questions from Shareholders and responses from the Company on the Company's website and on the websites of the SGX-ST and SEHK. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

- (c) Shareholders will also be able to ask questions through the live audio-visual webcast stream at the AGM.

4. Precautionary measures for the AGM to be held in Hong Kong via video-conferencing

In view of the COVID-19 situation, and to better protect the safety and health of the Shareholders and other participants attending the AGM in Hong Kong via video-conferencing, the Company will implement the following precautionary measures at the AGM venue in Hong Kong:

- For Shareholders attending the AGM in Hong Kong, every attendee will be required to wear a surgical face mask throughout the AGM.

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- All attendees will be required to undergo a temperature check and sign a health declaration form before entering the AGM venue in Hong Kong.
- Any person who has a fever or exhibiting flu-like symptoms or is subject to any Hong Kong Government prescribed quarantine will not be given access to the AGM venue in Hong Kong.
- Any person who has and/or his/her family members has travelled outside of Hong Kong within the 21-day period immediately before the AGM may be denied entry into the AGM venue in Hong Kong.
- No distribution of corporate gift and no refreshment will be served at the AGM.
- Seating at the AGM venue in Hong Kong will be arranged in a manner to allow for appropriate social distancing. The Company will limit the number of attendees at the AGM as may be necessary to avoid over-crowding according to the requirements regarding group gatherings as set by the Hong Kong Government from time to time.

Shareholders in Hong Kong who prefer not to attend or are restricted from attending the AGM, may still vote by appointing the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM and are advised to take note of Note 2 above "Shareholders to Appoint the Chairman of the Meeting as Proxy".

The Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to Shareholders and others attending the AGM in Hong Kong.

5. Closure of Register of Members in Hong Kong

The Hong Kong branch share register will be closed from 22 April 2021 to 27 April 2021, both days inclusive, during which period no transfer of shares will be registered in Hong Kong, for determining the entitlement of Shareholders to attend and vote at the AGM. All transfers of shares, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 pm on 21 April 2021.

6. Despatch of Documents

- (a) Printed copies of this Notice of AGM together with the Proxy 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 SGX-ST or, the website of SEHK.
- (b) The Annual Report 2020 and Circular to Shareholders dated 24 March 2021 have been published on the Company's website (www.centurioncorp.com.sg) and on the websites of the SGX-ST (www.sgx.com) and SEHK (www.hkexnews.hk).
- (c) Printed copies of the Annual Report 2020 and Circular to Shareholders dated 24 March 2021 will be despatched to shareholders in Hong Kong, and made available to Shareholders in Singapore upon request. Please refer to the letter dated 24 March 2021 with a Request Form sent to Shareholders in Singapore on how to make a request.
- (d) For more information relating to the AGM, Shareholders should check the websites of SGX-ST and SEHK for updates (if any) or call the Company's IR team, David Phey/George Goh, at +65 9182 7171/9767 7386. Shareholders are advised to check the Company's website and the websites of the SGX-ST and SEHK regularly for updates.

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7. Pursuant to Regulation 59 of the Company's Constitution, all resolutions to be put to vote at the AGM (and at any adjournment thereof) shall be decided by way of poll as required by the Listing Manual of SGX-ST and the Listing Rules of SEHK.
8. **"Relevant Intermediary"** has the meaning ascribed to it in Section 181 of the Companies Act.
9. Any reference to a time of day is made by reference to Singapore time.

Personal data privacy:

"Personal data" has the same meaning ascribed to it in the Personal Data Protection Act 2012 of Singapore, which includes name, address, NRIC/passport number of a Member and proxy(ies) and/or representative(s) of a Member.

By (a) submitting a Proxy Form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (b) completing the Pre-Registration in accordance with this Notice of AGM, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, a Member of the Company consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for the following purposes:

- i) processing, administration and analysis by the Company (or its agents or service providers) of Proxy Forms appointing the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof);*
- ii) processing of the Pre-Registration for purposes of granting access to Members to the 2021 AGM Live Webcast and providing them with any technical assistance where necessary;*
- iii) addressing substantial and relevant questions from Members received before the AGM and if necessary, following up with the relevant Members in relation to such questions;*
- iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and*
- v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.*

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