



(Incorporated in Singapore)  
(Co. Reg. No.: 198401088W)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CENTURION CORPORATION LIMITED (the "Company") will be held at The Conference Room, 45 Ubi Road 1, #05-01, Singapore 408696 on 23 April 2014 (Wednesday) at 10.00 am for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final one-tier tax exempt dividend of 0.6 Singapore cent per ordinary share for the year ended 31 December 2013 (2012: Special Interim Dividend of 0.3 Singapore cent & Final Dividend of 0.4 Singapore cent per ordinary share) **(Resolution 2)**
- To re-elect the following Directors retiring by rotation pursuant to Article 89 of the Company's Articles of Association:  
Mr Wong Kok Hoe **(Resolution 3)**  
Mr Tony Bin Hee Din **(Resolution 4)**  
*Mr Wong Kok Hoe will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and will be considered non-independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").*
- To approve the payment of Directors' fees of S\$250,000 for the year ended 31 December 2013 (2012: S\$194,000). **(Resolution 5)**
- To re-appoint PricewaterhouseCoopers LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- 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:

#### 7. Share Issue Mandate

That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the SGX-ST, authority be given to the Directors of the Company to issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise, and/or 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 to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company;
- for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
  - new shares arising from the conversion or exercise of convertible securities;
  - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed; and
  - any subsequent bonus issue, consolidation or subdivision of shares;
- and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities. **(Resolution 7)**

#### 8. Renewal of Share Purchase Mandate

That for the purposes of Sections 76C and 76E of the Companies Act. Cap. 50, the Directors of the Company be and are hereby authorised:

- to make purchases or otherwise acquire issued shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten percent (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as ascertained as at the date of this Annual General Meeting of the Company) at the price of up to but not exceeding the Maximum Price (as defined in the Summary Sheet to this Notice of Annual General Meeting (the "Summary Sheet")) and in accordance with the terms and conditions set out in the Summary Sheet, and that this mandate will, unless revoked or varied by the Company in general meeting, expire on the earlier of:
  - the conclusion of the next Annual General Meeting of the Company; or
  - the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
  - the time when this mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; or
  - the date on which the purchases or acquisitions of shares by the Company have been carried out to the full extent mandated, and
- to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution. **(Resolution 8)**

By Order of the Board

Hazel Chia Luang Chew  
Juliana Tan Beng Hwee  
Company Secretaries

Singapore, 7 April 2014

#### Explanatory Notes:

- Ordinary Resolution 7, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty percent (20%) may be issued other than on a pro-rata basis.
- Ordinary Resolution 8, if passed, will empower the Directors from the date of the above Meeting until the next Annual General Meeting to repurchase ordinary issued shares of the Company by way of market purchases or off-market purchases of up to ten percent (10%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the Maximum Price in accordance with the terms and conditions set out in the Summary Sheet, the Companies Act, Chapter 50 and the Listing Manual of the SGX-ST. Please refer to the Summary Sheet for details.

#### Notes:

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 45 Ubi Road 1, #05-01, Singapore 408696, not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.