



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: 0U8)

(SEHK Stock Code: 6090)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **CENTURION CORPORATION LIMITED** (the "Company") will be held: (a) in Singapore, at Moor Room, Raffles City Convention Centre (Level 4), 2 Stamford Road, Singapore 178882 (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 2020 (Monday) at 10:00 am for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and Audited Financial Statements of the Company and its subsidiaries for the financial year ended 31 December 2019 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a final dividend of 1.0 Singapore cent per ordinary share, on a one-tier tax exempt basis, for the financial year ended 31 December 2019. **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to the Company's Constitution:
 - Mr. Wong Kok Hoe as Executive Director (Regulation 89) **(Resolution 3)**
[See Explanatory Note (i)]
 - Mr. Gn Hiang Meng as Independent Non-Executive Director (Regulation 89) **(Resolution 4)**
[See Explanatory Note (ii)]
 - Mr. Owi Kek Hean as Independent Non-Executive Director (Regulation 89) **(Resolution 5)**
[See Explanatory Note (iii)]
 - Mr. Lee Wei Loon as Independent Non-Executive Director (Regulation 88) **(Resolution 6)**
[See Explanatory Note (iv)]
- To approve the payment of Directors' fees of S\$516,251 for the financial year ended 31 December 2019 (FY2018: S\$457,450). **(Resolution 7)**
- To approve the payment of Directors' fees of up to S\$525,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears. **(Resolution 8)**
[See Explanatory Note (v)]
- To re-appoint PricewaterhouseCoopers LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 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:

- 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 Singapore Exchange Securities Trading Limited ("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:
 - issue shares in the capital of the Company 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 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:
 - the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the 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);
 - (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:
 - 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;
 - 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
 - any subsequent bonus issue, consolidation or subdivision of shares;
 - 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
 - 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 Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." **(Resolution 10)**
[See Explanatory Note (vi)]

9. Renewal of Share Purchase Mandate

- "That:
- 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 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 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
 - 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");
 - 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:
 - the date on which the next Annual General Meeting of the Company is held; or
 - the date by which the next Annual General Meeting 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;
 - 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:

 - 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 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;
 - 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
 - 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." **(Resolution 11)**
[See Explanatory Note (vii)]

By Order of the Board

Hazel Chia Luang Chew
Juliana Tan Beng Hwee
Company Secretaries

Singapore, 25 March 2020

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

Explanatory Notes:

- Ordinary Resolution 3 is to re-elect Mr. Wong Kok Hoe ("Mr. Wong") as an Executive Director of the Company. Mr. Wong will, upon re-election, remain as Executive Director and Deputy Chairman of the Board. Save as disclosed in the Company's Annual Report and the circular to shareholders accompanying this Notice of Annual General Meeting (the "Circular"), there are no relationships (including immediate family relationships) between Mr. Wong and the other Directors, the Company or its substantial shareholders.
- Ordinary Resolution 4 is to re-elect Mr. Gn Hiang Meng ("Mr. Gn") as an Independent Non-Executive Director of the Company (who has served the Company as an Independent Non-Executive Director for more than nine (9) years). Mr. Gn will, upon re-election, remain as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee. He is 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, the Company or its substantial shareholders.
- Ordinary Resolution 5 is to re-elect Mr. Owi Kek Hean ("Mr. Owi") as an Independent Non-Executive Director of the Company. Mr. Owi will, upon re-election, remain as Independent Non-Executive Director, Chairman of the Nominating Committee and a member of the Audit Committee. He is 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. Owi and the other Directors, the Company or its substantial shareholders.
- Ordinary Resolution 6 is to re-elect Mr. Lee Wei Loon ("Mr. Lee") as an Independent Non-Executive Director of the Company. Mr. Lee will, upon re-election, remain as Independent Non-Executive Director and a member of the Remuneration Committee. He is considered independent for the purposes of Rule 210(5)(d) 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. Lee and the other Directors, the Company or its substantial shareholders.
- Ordinary Resolution 8, if passed, will authorise the Company to effect payment of fees to the Directors (including fees payable to members of the various Board Committees) for the financial year ending 31 December 2020, which are to be made on a quarterly basis in arrears. This will enable the Company to pay the Directors for their services rendered during the course of the financial year and facilitate Directors' compensation for services rendered in a more timely manner.
- Ordinary Resolution 10, if passed, will empower the Directors of the Company from the date of the forthcoming Annual General Meeting until the date of the next Annual General Meeting 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.
- Ordinary Resolution 11, if passed, will empower the Directors of the Company from the date of the forthcoming Annual General Meeting until the date of the next Annual General Meeting 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.

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 Annual General Meeting 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 2019 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 and also in the Circular.

Notes –

- A member of the Company ("Member") who is not a relevant intermediary* or a clearing house (or its nominee(s)) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the Annual General Meeting ("AGM").
 - A Member who is a relevant intermediary* or a clearing house (or its nominee(s)) is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member.

* "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.
- A proxy need not be a Member. Completion and return of the instrument appointing a proxy or proxies will not preclude a Member from attending and voting in person at the AGM or any adjournment thereof should such Member so wishes, and in such event, the instrument appointing a proxy or proxies shall be deemed to be revoked.
- If the appointer is a corporation, the instrument appointing a proxy or proxies must be executed under seal or the hand of its duly authorised officer or attorney.
- 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 (for Singapore shareholders), or at 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), not less than seventy-two (72) hours before the time appointed for holding the AGM, failing which the instrument may be treated as invalid.
- The Hong Kong branch share registrar will be closed from 22 April 2020 to 27 April 2020, both days inclusive, during which period no transfer of shares will be registered, for determining the entitlement to attend and vote at the AGM to be held on 27 April 2020. 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, not later than 4:30 pm on 21 April 2020.
- Pursuant to Regulation 59, the above 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 Listing Rules of SEHK.

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 submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in 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 to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Member's breach of warranty. In addition, by attending the AGM and/or any adjournment thereof, a Member consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) of any of the Purposes.

* for identification purpose only