



## 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: OU8)

(SEHK Stock Code: 6090)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall have the same meaning ascribed to them in the circular dated 24 March 2023 issued by the Company.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM" or "Meeting") of CENTURION CORPORATION LIMITED (the "Company") will be held (a) in Singapore, at Bras Basah Room, Raffles City Centre (Level 4), 80 Bras Basah Road, Singapore 189560 (for Singapore shareholders); and (b) in Hong Kong, via video-conferencing at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong (for Hong Kong shareholders) on 27 April 2023 (Thursday) at 10:00 am for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution as a special resolution:

#### SPECIAL RESOLUTION

#### 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 24 March 2023 (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 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."

By Order of the Board

**Hazel Chia Luang Chew**  
**Juliana Tan Beng Hwee**  
Company Secretaries

Singapore, 24 March 2023

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

\* For identification purpose only

#### Notes:

- (i) A member of the Company ("Member" or "Shareholder") who is not a relevant intermediary\* or a clearing house (or its nominee(s)) is entitled to attend, speak and vote at the Extraordinary General Meeting ("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\* or a clearing house (or its nominee(s)) 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 1967 of Singapore.
- A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
- A proxy need not be a Member. The Chairman of the Meeting, as 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 10:00 am on 18 April 2023**, being at least seven (7) working days before the date of the EGM.

Investors holding shares through a clearing house (or its nominee(s)) or relevant intermediaries (other than CPF/SRS investors) who wish to vote at the EGM should approach the clearing house (or its nominee(s)) or 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 **10:00 am on 24 April 2023**, being not less than 72 hours before the time appointed for holding the EGM, in the following manner:  
(i) 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") (for Singapore Shareholders) or at the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Hong Kong Shareholders); or  
(ii) if submitted electronically, be submitted either by emailing a scanned PDF copy to [agm@centurioncorp.com.sg](mailto:agm@centurioncorp.com.sg), or by uploading a scanned PDF copy to <https://www.centurioncorp.com.sg/2023EGM-AGM/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.

#### 8. Closure of Register of Members in Hong Kong

The Hong Kong branch share register will be closed from 24 April 2023 to 27 April 2023, 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 EGM. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 pm on 21 April 2023.

- Pursuant to Regulation 59 of the Company's Constitution, the above special resolution 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 Singapore Exchange Securities Trading Limited ("SGX-ST") and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("SEHK").

#### 10. Submitting questions in advance of the EGM

Shareholders who have any questions in relation to the Special Resolution can submit questions in advance, **by 10:00 am on 24 April 2023**, via any of the following options:

- annex your questions to your Proxy Forms (if submitted personally or by post or electronically); or
- submit your questions on the Investor Relations section of the Company's website at <https://www.centurioncorp.com.sg/2023EGM-AGM/submit-questions>; or
- 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](mailto: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 websites of the SGX-ST and the SEHK 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.

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

- Printed copies of this Notice of EGM 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](http://www.centurioncorp.com.sg) or, the website of the SGX-ST or, the website of the SEHK.
- The Circular has been published on the Company's website ([www.centurioncorp.com.sg](http://www.centurioncorp.com.sg)) and on the websites of the SGX-ST ([www.sgx.com](http://www.sgx.com)) and the SEHK ([www.hkexnews.hk](http://www.hkexnews.hk)).
- Printed copies of the Circular will be despatched to Shareholders in Hong Kong and made available to Shareholders in Singapore upon request. Shareholders in Singapore could download the Request Form ("RF") from the Company's website at URL: [https://centurion.listedcompany.com/ar2022\\_request\\_form.html](https://centurion.listedcompany.com/ar2022_request_form.html) and the website of the SGX-ST ([www.sgx.com](http://www.sgx.com)) and return the completed RF either via email to [agm@centurioncorp.com.sg](mailto:agm@centurioncorp.com.sg) or by post, be lodged at the Company's Registered Office Address, by 11 April 2023.

#### 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 an instrument appointing the Chairman of the Meeting or any other person(s) as a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting any question prior to the EGM in accordance with this Notice of EGM, a Member 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 (collectively, the "Purposes"):

- processing, administration and analysis by the Company (or its agents or service providers) of proxies and/or representatives appointed for the EGM (including any adjournment thereof);
- addressing substantial and relevant questions from Members received before and/or at the EGM and if necessary, following up with the relevant Members in relation to such questions;
- preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines, and

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 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 EGM 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) for any of the Purposes.