



CENTURION CORPORATION LIMITED

(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 28 April 2015 (Tuesday) 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 2014 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final one-tier tax exempt dividend of 1.0 Singapore cent per ordinary share for the year ended 31 December 2014 (2013: Dividend of 0.6 Singapore cent per ordinary share). **(Resolution 2)**
- To re-elect Mr Chandra Mohan s/o Rethnam retiring by rotation pursuant to Article 89 of the Company's Articles of Association. **(Resolution 3)**
[See Explanatory Note (i)]
- To note the retirement of Mr Lee Kerk Chong pursuant to Bye-law 89 of the Company's Bye-laws: **(Resolution 4)**
[See Explanatory Note (ii)]
- To approve the payment of Directors' fees of S\$257,000 for the year ended 31 December 2014 (2013: S\$250,000). **(Resolution 4)**
- To re-appoint PricewaterhouseCoopers LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- 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:

8. Share Issue Mandate

That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company (the "Share Issue Mandate") 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 issuance of (as well as adjustments to) warrants, debentures, convertible securities or other instruments convertible into Shares; and/or
 - notwithstanding that such authority conferred by this Resolution may have ceased to be in force at the time the Instruments are to be issued, issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or other capitalisation issues, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (B) issue Shares in pursuance of any Instrument made or granted by the Directors pursuant to (A)(ii) and/or (A)(iii) above, notwithstanding that such authority may have ceased to be in force at the time the Shares are to be issued, provided that:
- the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below, of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below);
 - (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of issued Shares shall be based on the Company's total number of issued Shares (excluding treasury shares) at the time of the passing of this Resolution after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
 - in exercising such authority, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
 - unless revoked or varied by the Company in general meeting by ordinary resolution, 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, or the expiration of such other period as may be
 - prescribed by the Companies Act, Chapter 50, and every other legislation for the time being in force concerning companies and affecting the Company, whichever is the earliest. **(Resolution 6)**
[See Explanatory Note (iii)]

9. Renewal of Share Purchase Mandate

That:

- for the purposes of the Companies Act, Cap. 50 ("Companies Act"), the exercise by the Directors of the Company to make purchases of or otherwise acquire issued shares in the capital of the Company from time to time 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")), whether by way of:
 - market purchases on the SGX-ST; and/or
 - off-market purchases in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all conditions prescribed by the Companies Act,and in accordance with all other laws and regulations, including but not limited to, provisions of the Companies Act and listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally;
- unless revoked or varied by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to this mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring 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
- the Directors of the Company and/or any 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 and/or any of them may consider expedient or necessary to give effect to the transactions contemplated by this Resolution. **(Resolution 7)**
[See Explanatory Note (iv)]

By Order of the Board

Hazel Chia Luang Chew

Company Secretary

Singapore, 10 April 2015

Explanatory Notes:

- Ordinary Resolution 3, if passed, will re-appoint Mr Chandra Mohan s/o Rethnam as a Director of the Company. Mr Chandra Mohan s/o Rethnam will upon, the re-appointment, remain as Chairman of the Remuneration Committee and a member of the each of the Audit and Nominating Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- Item (4) above, is to note the retirement of Mr Lee Kerk Chong, who does not wish to seek re-election at the Annual General Meeting. He will cease to be a member of the Nominating Committee upon his retirement from office.
- Ordinary Resolution 6, if passed, will empower the Directors of the Company to, from the date of the above Annual General Meeting of the Company until 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, or the expiration of such other period as may be prescribed by the Companies Act, Chapter 50, and every other legislation for the time being in force concerning companies and affecting the Company, whichever is the earliest, allot and issue Shares, to make or grant Instruments, and to issue Shares in pursuance of such Instruments for such purposes as they consider in the interests of the Company.

The aggregate number of Shares that the Directors may allot and issue under this Resolution (including Shares to be issued in pursuance of Instruments made or granted) shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares), of which the aggregate number of Shares to be issued other than on a pro rata basis shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares) (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution), to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares) at the time this Resolution is passed, after adjusting for:

- new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or sub-division of Shares.
- (iv) Ordinary Resolution 7, 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.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.