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Centurion Corporation Limited (the “**Company**” and together with its subsidiaries and associated companies, the “**Group**”) is committed to maintaining good standards of corporate governance and business conduct so as to enhance long-term shareholder value whilst taking into account the interests of other stakeholders. This report describes the Company’s corporate governance practices with specific reference to the principles and provisions of the Code of Corporate Governance 2018 of Singapore (last amended 11 January 2023) (the “**2018 Code**”), as required under the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The Company’s ordinary shares were previously dual listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**HKEX**”). Following the completion of the voluntary withdrawal of the listing of its shares on the HKEX on 1 November 2023 at 4:00 pm (the “**Delisting from HKEX**”), the Company is no longer concurrently listed on the SGX-ST and the HKEX and in that regard, the Company would no longer need to comply with the listing rules of the HKEX and the applicable laws for companies with shares listed on the HKEX.

As at the date of this report, the Company has complied with the principles and provisions of the 2018 Code for the financial year ended 31 December 2023 (“**FY 2023**”). Where there are any deviations from the provisions of the 2018 Code, appropriate disclosures and explanations have been provided in this report.

CORPORATE GOVERNANCE CULTURE

The Company upholds high standards of integrity, transparency, and accountability in its business. It strives to foster a culture of compliance, good corporate governance, and ethical behaviour with its stakeholders to build trust and credibility.

The Board has set “Respect”, “Integrity”, “Creativity” and “Excellence” as the Group’s core values which reflect its passion to meet the Group’s customers’ objectives and provide services that promote the well-being of its stakeholders. The Board is committed to developing a positive culture that is built on its core values to provide guidance on employees’ conduct and behaviours as well as the business activities, and to ensure they are embedded throughout the Group’s vision, mission, policies and business strategies.

The Group’s core values are set out in the section entitled “Our Core Values” on page 2 in this Annual Report.

BOARD MATTERS

The Board’s Conduct of Affairs – Principle 1

The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company

Directors are expected to objectively discharge their duties and responsibilities at all times as fiduciaries in the best interests of the Company and hold Management accountable for performance. The Board, in addition to its statutory responsibilities, supervises the overall management and business affairs of the Group and monitors the performance of Management. It provides entrepreneurial leadership, sets strategic direction (which includes appropriate focus on value creation and sustainability) for the long-term success of the Company, sets the Group’s values, policies and standards (including ethical standards), reviews operational and financial performance of the Group to ensure the Group meets its objectives and works with Management to make objective decisions in the interest of the Group. The Board sets an appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the Company (*Provision 1.1 of 2018 Code*).

The Board also has ultimate responsibility for the Company’s sustainability reporting. The Board considers sustainability issues including environmental and social factors and has overall responsibility for establishing and maintaining a framework of good corporate governance in the Group, including the internal controls and risk management systems, to safeguard shareholders’ interest and the Group’s assets. When facing a conflict of interest, a Director recuses/abstains himself or herself from discussions and decisions involving the matter/issue of conflict (*Provision 1.1 of 2018 Code*). The Company has set up a sustainability steering committee (the “**SSC**”) which reports to the Audit Committee, which will accordingly review and report/make its recommendations to the Board. The purpose of the SSC is to assist the Audit Committee and the Board to fulfill their oversight responsibilities for the Company’s environmental, social and governance and sustainability vision, mission, strategies, policies, practices, and initiatives.

The Board has adopted a formal document setting out specific matters which are reserved for the Board’s approval. These include but are not limited to approvals of the Group’s strategic business plans, annual budgets, announcements on interim and full year financial statements, announcements on interim business and/or operational updates, annual reports (including corporate governance and sustainability reports), company circulars, setting up of or changes in company policies, internal controls and risk management policies/systems, major investments, acquisitions, disposals and financing decisions and appointment of Directors and key management personnel including review of their performance and remuneration packages. Management has been given clear directions on matters that require Board’s approval, and these are communicated to Management in writing (*Provision 1.3 of 2018 Code*).

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Board Committees

To assist in discharging its duties, the Board has delegated specific functions/responsibilities to four (4) Board Committees, namely, Audit Committee, Nominating Committee, Remuneration Committee and Executive Committee. Each Board Committee has its own written terms of reference (*Provision 1.4 of 2018 Code*), which have been updated mainly to remove/unwind all provisions that were previously introduced pursuant to HKEX rules and regulations following the Delisting from HKEX. The Board accepts that while these Board Committees have the authority to examine particular issues and will report back to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters lies with the Board.

Board Meetings

The Board conducts regular scheduled meetings at least five (5) times a year and meets as and when circumstances require between these scheduled meetings. The Company's Constitution allows Board and Board Committee meetings to be held via telephone conference, video conferencing or other similar means of communications. When a physical meeting is not possible, timely communication with the Directors can be achieved through electronic means and circulation of written resolutions for approval by the relevant members of the Board and/or Board Committees.

Directors' Attendance

Details of attendance of the Directors (as at 31 December 2023) at Board and Board Committee meetings and general meetings held in FY 2023 are summarized in the table below (*Provisions 1.5 and 11.3 of 2018 Code*):

Name	Board of Directors Meeting	Audit Committee Meeting	Nominating Committee Meeting	Remuneration Committee Meeting	Executive Committee Meeting	General Meeting (including Annual General Meeting)
Number of meetings held in FY 2023	5	5	2	3	4	3
Loh Kim Kang David	5	*5	*1	N/A	4	3
Han Seng Juan	5	*5	*1	N/A	4	3
Wong Kok Hoe	5	*5	*1	N/A	4	3
Teo Peng Kwang	5	*5	*1	N/A	4	3
Chandra Mohan s/o Rethnam	5	5	*1	3	N/A	2
Gn Hiang Meng	4	5	2	N/A	N/A	3
Owi Kek Hean	5	5	2	N/A	N/A	3
Tan Poh Hong	5	*5	2	3	N/A	3
Lee Wei Loon**	5	*5	1	3	N/A	3

* Attendance of Director (who was a non-member) by invitation of the Board Committee.

** Mr. Lee Wei Loon was appointed a member/the Chairman of the Nominating Committee on 28 April 2023.

Notes:

N/A means Not Applicable.

- The Chief Executive Officer ("CEO") (who is not a Director), Mr. Kong Chee Min, was invited and attended all the Audit Committee and Board meetings as well as the Annual General Meeting ("AGM") and Extraordinary General Meetings ("EGMs") held in FY 2023.
- Mr. Kong Chee Min is a member of the Executive Committee and he attended all the four (4) meetings of the Executive Committee held in FY 2023.

Directors' Induction, Training and Development

The Company has put in place induction and orientation programmes for newly appointed Directors to ensure that they are familiar with the Group structure, and understand the Company's business and operations, governance practices and the relevant statutory and regulatory compliance related to the business. Newly appointed Director, if any, will participate in an induction and orientation programme which includes meeting with the Joint Chairmen of the Board and/or CEO and Chief Financial Officer ("CFO") to obtain an understanding of the affairs of the Group's business (*Provision 1.2 of 2018 Code*). All Directors have been provided with a formal letter of appointment setting out the key terms of their appointments, duties and obligations.

As part of the Board renewal process and in line with the Company's Board transition plan, Mr. Chan Wan Hong ("**Mr. Chan**") and Mr. Nicholas Kong Ming Leong ("**Mr. Kong**") were appointed Independent Non-Executive Directors of the Company with effect from 1 January 2024. Each of the newly appointed Directors has been issued a letter of appointment setting out the key terms of his appointment, duties and obligations. Both Mr. Chan and Mr. Kong participate in an induction and orientation programme, which is still ongoing to have a better understanding of the Company's business and operations and to meet with the key management personnel of the Company.

The Board recognises the importance of ongoing training and development for Directors and to facilitate this process, all Directors are encouraged to keep updated on developments relevant to the Company's business, and changes in laws and regulations. Directors are also encouraged to attend relevant courses, conferences, seminars, webinars and/or talks conducted by external professionals or organisations to keep themselves abreast of regulatory changes in Singapore and to facilitate effective discharge of their fiduciary duties as directors and/or board committee members at the Company's expense.

The Company Secretaries and/or Management also keep the Directors informed of upcoming courses, conferences, webinars, seminars and/or talks organised by regulatory bodies and professional institutions such as the Singapore Institute of Directors ("**SID**"), Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**") and SGX-ST. External consultants or professionals, where appropriate, are invited to conduct inhouse training over specific topics as and when necessary. The management team also provides briefings and/or updates on the Company's business and key industrial developments and trends during Board meetings or at separate sessions with the Directors. External webinars, seminars and trainings conducted where recordings are posted by trainers or organisers are also disseminated to or shared with all Directors for self-paced learning (*Provision of 1.2 of 2018 Code*).

For a new Director who has no prior experience as a director of an issuer listed on SGX-ST, he/she will be required to undergo training(s) in the roles and responsibilities of a director of a listed issuer as prescribed by the SGX-ST. The newly appointed Director, Mr. Chan, had in March 2024 attended the five (5) core modules and one (1) elective module of Listed Entity Director ("**LED**") Programme conducted by SID, namely, (i) LED1: LED Essentials, (ii) LED2: Board Dynamics, (iii) LED3: Board Performance, (iv) LED4: Stakeholder Engagement, (v) LED9: Environmental, Social and Governance Essentials (the "**Core Modules**") and (vi) LED8: Remuneration Committee Essentials. Mr. Kong, the other newly appointed Director, had in March 2024 attended LED7: Nominating Committee Essentials, LED8: Remuneration Committee Essentials and LED9: Environmental, Social and Governance Essentials. The Company had arranged for Mr. Kong to attend LED1, LED2, LED3 and LED4 under the Core Modules to be conducted by SID in July 2024.

The Directors are also provided regularly with updates on changes in the relevant laws and regulations, where appropriate, by Management and the Company Secretaries, to enable them to keep pace with new laws and regulations and make well-informed decisions, and to discharge their duties responsibly (*Provision 1.2 of 2018 Code*). News releases/guidance issued by the SGX-ST and ACRA which are relevant to the Directors are circulated to the Board. The external auditors regularly update the Audit Committee and the Board on new or revised financial reporting standards which are relevant and applicable to the Group (*Provision 1.2 of 2018 Code*).

During the year under review, Board members had attended training programmes, webinars, seminars and courses covering various topics, with attendance hours totalling 33 hours (*Provision 1.2 of 2018 Code*). This includes—

- Sustainability Regulatory and Framework Requirements, a workshop conducted by GreenA Consultants, an external sustainability consultancy firm
- Challenges faced by SMEs in ESG Integration, conducted by SID
- SID Directors Conference 2023, conducted by SID.

During the year under review, the Directors have also been briefed and/or provided with updates, *inter alia*, on key changes to regulatory requirements, developments in financial reporting standards and corporate governance requirements in Singapore (*Provision 1.2 of 2018 Code*).

All Directors have separate, independent and unrestricted access to Management and the Company Secretaries at all times in carrying out their duties (*Provision 1.7 of 2018 Code*).

To enable the Board to fulfil its responsibilities, Management provides the Directors with adequate, complete and timely information including information on financial performance of the Group prior to meetings and on an on-going basis. Board papers and related materials or explanatory information are provided prior to each Board and Board Committee meeting to allow Directors sufficient time to review and consider the agenda items and accompanying papers and to facilitate productive discussions during the meetings. The CEO also updates the Board on a quarterly basis highlighting the activities, performance, business conditions and outlook of the Group. Management's proposals to the Board and/or Board Committees for decisions provide background and explanatory information which include but not limited to quarterly management accounts and analysis,

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information on budgets, forecasts and cash flow projections. Directors are entitled to request from the CEO or Management and be provided with such additional information as needed to make informed and timely decisions (*Provision 1.6 of 2018 Code*).

Under the direction of the Joint Chairmen of the Board (or any of them), Deputy Chairman of the Board and/or CEO, the Company Secretary(ies) ensure(s) good information flows within the Board and its committees and between Management, Non-Executive Directors and Independent Directors. An agenda for each meeting of the Board and Board Committees together with the board papers and relevant documents or materials which are prepared in consultation with the respective Chairmen are usually circulated prior to the holding of each Board and Board Committee meeting (*Provision 1.6 of 2018 Code*). This allows control over the quality, quantity and timeliness of the flow of information between Management and the Board.

The Company Secretary(ies) also attend(s) Board and Board Committee meetings, where appropriate, and provide(s) advice, secretarial support and assistance to the Board and ensure(s) adherence to the Board procedures and relevant rules and regulations applicable to the Company. Under the Constitution of the Company, the decision to appoint or remove the Company Secretary(ies) is subject to the approval of the Board (*Provision 1.7 of 2018 Code*).

The Board (whether individually or as a group) has, in the furtherance of its duties, access to independent professional advisers, if necessary, at the Company's expense (*Provision 1.7 of 2018 Code*).

Board Composition and Guidance – Principle 2

The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company

On 27 December 2023, the Company announced via SGXNet (i) the appointments of Mr. Chan and Mr. Kong to the Board, changes in the composition of the Board Committees and change of Lead Independent Director (the "**LID**"), with effect from 1 January 2024, as part of the Board renewal process and in line with the Company's Board transition plan, following the listing rule requirements announced on 11 January 2023 by the Singapore Exchange Regulation limiting the tenure of independent directors to nine (9) years; and (ii) that both Mr. Gn Hiang Meng ("**Mr. Gn**") and Mr. Chandra Mohan s/o Rethnam ("**Mr. Mohan**"), who have served on the Board since 17 May 2007, will be retiring as Directors of the Company at the conclusion of its AGM to be held on 26 April 2024 ("**2024 AGM**"). The Company believes this refreshed mix of long-serving and new Directors on the Board will provide continuity and strengthen board independence.

As at the date of this Annual Report, the Board comprises three (3) Executive Directors, one (1) Non-Executive Director and seven (7) Independent Non-Executive Directors, as follows (*Provisions 2.2 and 2.3 of 2018 Code*):

Han Seng Juan (Joint Chairman)	–	Non-Executive Director
Loh Kim Kang David (Joint Chairman)	–	Executive Director
Wong Kok Hoe (Deputy Chairman)	–	Executive Director
Teo Peng Kwang	–	Executive Director
Owi Kek Hean	–	Lead Independent Director
Gn Hiang Meng	–	Independent Non-Executive Director
Chandra Mohan s/o Rethnam	–	Independent Non-Executive Director
Tan Poh Hong	–	Independent Non-Executive Director
Lee Wei Loon	–	Independent Non-Executive Director
Chan Wan Hong	–	Independent Non-Executive Director
Nicholas Kong Ming Leong	–	Independent Non-Executive Director

The Board currently comprises a majority of Independent Non-Executive Directors as the Joint Chairmen of the Board are not independent. The Nominating Committee has reviewed and is satisfied that the Board has an independent element that enables the Board to exercise objective judgement on corporate affairs independently from Management, and is of the view that no individual or small group of individual Directors dominate the Board's decision-making process (*Provision 2.2 of 2018 Code*).

The Board, through its Nominating Committee, reviews, on an on-going basis, the structure, size and composition of the Board in order to evaluate the Board's effectiveness in carrying out its duties.

The Board, in concurrence with the Nominating Committee, is of the view that given the scope and nature of the Group's operations, the present Board and Board Committees are of an appropriate size for the Company and to provide for effective decision-making. Given the diverse qualifications, experience, background and profile of the Executive, Non-Executive and Independent Directors, the Board collectively possesses core competencies in areas such as accounting or finance, legal and regulatory matters, risk management, investment and asset management, business or management experience, strategic planning experience and industry knowledge. As such, the Board is of the opinion that the current Board members, as a group, provide an appropriate balance and diversity of the relevant skills, gender, age, experience and expertise required for effective management of the Group (*Provision 2.4 of 2018 Code*).

Key information regarding the Directors, including their appointment dates, date of last re-election/re-appointment as a Director, relationships between the Directors (if any), current and past three (3) years' directorships or chairmanships held in public companies the securities of which are listed on any securities market in Singapore or overseas and other principal commitments, if any, are set out in the section entitled "Board of Directors" on pages 8 to 13 in this Annual Report (*Provision 4.5 of 2018 Code*). In addition, information on shareholdings (if any) held by each Director in the Company can be found on page 96 of this Annual Report.

The Company has established mechanism to ensure the Board has sufficient input of independent views and judgement being brought in by the Independent Non-Executive Directors which allows the Board effectively exercises independent judgement to better safeguard shareholders' interests. There is formal process of evaluating the Board independence in place, which involves annual review and completion of Board performance evaluation questionnaires by Board members, to ensure a strong independent element on the Board. A summary of findings is prepared by the Company Secretary based on the completed questionnaires and is reviewed and deliberated by the Nominating Committee, with comparisons from prior year's findings, before submitting to the Board for review. During FY 2023, the Board reviewed the implementation and effectiveness of the Board independence evaluation mechanism and the results were satisfactory.

The Company has received written annual confirmation from each of the Independent Non-Executive Directors in respect of his/her independence pursuant to Rule 210(5)(d) of the Listing Manual of the SGX-ST and 2018 Code.

The Nominating Committee had reviewed the independence of Director for FY 2023 in accordance with the definition of independence/circumstances set out in the 2018 Code and accompanying Practice Guidance (*Provision 4.4 of 2018 Code*) and Rule 210(5)(d) of the Listing Manual of the SGX-ST, and is satisfied that a majority of the Board comprises Independent Non-Executive Directors with at least one of whom possess appropriate professional qualifications on accounting or related financial management expertise. In its review of confirmation of independence from the Independent Non-Executive Directors, the Nominating Committee noted that Mr. Chan has been providing legal services to the Company for various corporate legal matters since 2010, in his capacity as a partner/shareholder of the different law firms that he has been practising at during such period. Mr. Chan has declared that for each of the last three (3) years including 2023, the aggregate fees billed in respect of such legal services provided to the Company are significantly less than S\$200,000 per year. After assessment and based on the declaration by Mr. Chan, the Nominating Committee has determined that the above relationship will not interfere with Mr. Chan's exercise of his independent business judgement in the best interests of the Company. The Board concurred with the Nominating Committee's view and considers Mr. Chan to be independent.

Each member of the Nominating Committee or each Director had abstained from deliberation of the Nominating Committee/Board in respect of the assessment of his/her own independence.

The Independent Non-Executive Directors are independent in conduct, character and judgement and are not related to and, other than the relationship as disclosed above, do not have any relationship (whether familial, business, financial, employment, or otherwise) with the Company, its related corporations, its substantial shareholders, or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of their independent business judgement in the best interests of the Company (*Provision 2.1 of 2018 Code*).

The Board recognises that Independent Non-Executive Directors may over time develop significant insights into the Group's businesses and operations and can continue to provide significant and valuable contributions to the Board. Where there are such Directors, the Nominating Committee and the Board will review vigorously their continuing contributions and independence. The Nominating Committee and the Board are of the view that the number of years of tenure as a Board member should not be the only factor in determining whether a Board member is independent.

In respect of the Independent Non-Executive Directors, namely, Mr. Gn and Mr. Mohan, each of whom has served on the Board of the Company for an aggregate period of more than nine (9) years from the date of his first appointment on 17 May 2007, they can continue to serve as Independent Non-Executive Directors of the Company until the conclusion of the 2024 AGM pursuant to Listing Rule 210(5)(d)(iv) of the SGX-ST's Listing Manual (effective on 11 January 2023). Both Mr. Gn and Mr. Mohan, who are due to retire by rotation pursuant to Regulation 89 of the Company's Constitution, will not be seeking re-election as Directors of the Company at the 2024 AGM.

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The Nominating Committee had noted the requirement under Listing Rule 210(5)(d)(iv) of the SGX-ST's Listing Manual and had reviewed and confirmed that each of Mr. Gn and Mr. Mohan continues to be independent until the conclusion of the 2024 AGM, after taking into consideration the following factors:

- (i) Each of Mr. Gn and Mr. Mohan has provided invaluable contributions to the Board through his integrity, objectivity and professionalism notwithstanding the years of service, and has challenged Management regularly on proposals submitted to the Board and provided overall guidance and constructive feedback to Management.
- (ii) Each of Mr. Gn and Mr. Mohan has expressed succinctly and objectively his views on issues and provided relevant and invaluable input during Board and/or Board Committee meetings.
- (iii) Each of Mr. Gn and Mr. Mohan has continued to demonstrate strong independence in character and judgement in the best interest of the Company in the discharge of his duties as Director.
- (iv) Each of Mr. Gn and Mr. Mohan has also over the years demonstrated independent mindedness and conduct at Board and Board Committee meetings and a commitment in protecting the Company's assets and upholding the interests of all shareholders, in particular, non-controlling shareholders.

Accordingly, the Nominating Committee had recommended to the Board that both Mr. Gn and Mr. Mohan to continue to be considered Independent Non-Executive Directors until their retirement as Directors of the Company at the conclusion of the 2024 AGM. After due consideration, the Board has resolved that each of Mr. Gn and Mr. Mohan continues to be considered an Independent Non-Executive Director until his retirement as Director of the Company at the conclusion of the 2024 AGM.

Each of Mr. Gn (being a Board member) and Mr. Mohan (being a Board member) had recused himself from deliberation and voting in respect of the assessment on his own independence.

The Non-Executive Directors constructively challenge Management and assist in the development of proposals on strategy. The Non-Executive Directors also: (i) review the performance of the CEO and Management; (ii) take the lead where potential conflicts of interest arise; and (iii) review the Group's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting.

The Non-Executive Directors and Independent Directors meet regularly without the presence of Management (*Provision 2.5 of 2018 Code*).

Chairman and Chief Executive Officer – Principle 3

There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making

The roles of the Chairman and CEO are kept separate to ensure that there is an appropriate balance of power and authority, and that accountability and independent decision making are not compromised. The Joint Chairmen of the Board and the CEO have no close family ties and are not immediate family members (*Provision 3.1 of 2018 Code*).

The Board has also adopted written internal guidelines on division of roles and responsibilities among the Joint Chairmen of the Board (*Provision 3.2 of 2018 Code*).

As Joint Chairmen of the Board, Mr. Han Seng Juan ("**Mr. Han**"), a Non-Executive Director, and Mr. Loh Kim Kang David ("**Mr. Loh**"), an Executive Director, are jointly responsible for (a) the formulation of corporate and business strategies of the Company; and (b) the management of the Board and Board meetings and to ensure effective communication with shareholders and other stakeholders. They are jointly and equally responsible for carrying out the duties of a Board Chairman as prescribed under the Constitution of the Company, the SGX-ST's Listing Manual, the 2018 Code and/or other applicable laws or regulations. Amongst their other duties, the Joint Chairmen of the Board set the agendas for and chair Board meetings and, in consultation with the Company Secretaries, Deputy Chairman and CEO, schedule Board meetings at appropriate intervals during the year. They are responsible for the exercise of control of the quality, quantity and timeliness flow of information between Management and the Board and the workings of the Board. The Joint Chairmen of the Board promote a culture of openness and debate at the Board. They also encourage constructive relations within the Board and between the Board and Management and ensure the integrity and effectiveness of the governance process of the Board. They take a lead role in promoting high standards of corporate governance with the full support of the Directors, Deputy Chairman, CEO, Management and the Company Secretaries (*Provision 3.2 of 2018 Code*).

The Deputy Chairman, Mr. Wong Kok Hoe, assisted by the CEO, is responsible for overseeing the Group's operations and implementation of the Company's business strategies and developing new business opportunities for the Group. He also participates in the formulation of corporate and business strategies of the Company, and when the need arises, chair Board meetings or general meetings (*Provision 3.2 of 2018 Code*). The Deputy Chairman and the CEO have no close family ties and are not immediate family members (*Provision 3.1 of 2018 Code*).

The CEO, Mr. Kong Chee Min, assisted by the various functional directors and senior management, manages and is responsible for the Group's day-to-day operations and business. The CEO also bears executive responsibility for the Group's business and implements the Board's decisions (*Provision 3.2 of 2018 Code*).

Mr. Gn was the LID until his cessation on 1 January 2024 and Mr. Owi Kek Hean was appointed the LID on 1 January 2024. The LID is available to shareholders should they have concerns and for which contact through the Joint Chairmen of the Board, Deputy Chairman of the Board, CEO or CFO are inappropriate or inadequate (*Provision 3.3 of 2018 Code*). The Independent Directors have met without the presence of other Directors during FY 2023, when necessary, and the LID has provided feedback to the Joint Chairmen of the Board after such meetings, as and when appropriate (*Provision 2.5 of 2018 Code*).

Board Membership – Principle 4

The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board

The Company believes that Board renewal should be an on-going process in order to ensure good corporate governance. Each year, the Nominating Committee reviews the structure, size, composition and diversity of the Board and Board Committees, including the need for progressive refreshing of the Board, and makes recommendation to the Board, if any adjustment is necessary.

The Nominating Committee has put in place a Director Nomination Policy which sets out the selection criteria and process in relation to nomination and appointment of Directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy;
- Diversity aspects under the Board Diversity Policy, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience;
- Requirements of Independent Non-Executive Directors on the Board and independence of the proposed Independent Non-Executive Directors in accordance with the SGX-ST's Listing Manual;
- Willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board Committee(s) of the Company; and
- Such other perspectives that are appropriate to the Company's business and succession plan.

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

The Nominating Committee reviews the Director Nomination Policy to ensure its effectiveness annually or as required.

The Nominating Committee takes the lead in identifying, evaluating and selecting suitable candidates for new directorships before recommendation to the Board for appointment. The search for new Directors, if any, will be made through internal and external sources (for example, personal contacts of current Board members, or by referral of the Company's business associates or SID) and will, if considered necessary, be made through external search firms/consultants, at the Company's expense. The Nominating Committee considers potential candidates for appointments based on, *inter alia*, the candidates' qualification, knowledge, skills and experience, as well as his/her suitability to further enhance the diversity of skills, knowledge and experience of the Board in order to meet the business and governance needs of the Group. Shortlisted candidates will be evaluated by the Nominating Committee before recommending to the Board for consideration (*Provision 4.3 of 2018 Code*).

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During FY 2023, the Company started the search process for new Independent Non-Executive Directors through contacts and recommendations of Board members and business associates and SID Board Appointment Service so as to ensure a smooth and orderly succession planning for Mr. Gn and Mr. Mohan for Board renewal in line with the requirements of the Rule 210(5) (d)(iv) of the Listing Manual of the SGX-ST. Out of the several potential candidates from SID Board Appointment Service and referral by the Company's business associates, the Nominating Committee had identified and shortlisted a few candidates for consideration, evaluation, and selection for appointment to the Board. After interviews, due deliberation and assessment, the Nominating Committee recommended the appointment of Mr. Chan and Mr. Kong as Independent Non-Executive Directors of the Company, which was approved by the Board and such appointment took effect on 1 January 2024. The Board does not have any alternate directors.

Based on the attendance of the Directors and their contributions and participation at meetings of the Board and Board Committees, and their overall contributions and time commitment to the business affairs of the Company, the Nominating Committee is of the view that there is no need to set a maximum limit on the number of listed company board representations and other principal commitments of each Director. However, the Nominating Committee monitors and determines annually their board representations and other principal commitments to ensure that the Directors continue to meet the demands of the Group and are able to discharge their duties adequately. The Nominating Committee is satisfied that, for FY 2023, the Non-Executive Director and Independent Non-Executive Directors have given sufficient time and attention to the affairs of the Company and were able to adequately carry out his/her duties as a Director of the Company (*Provisions 1.5 and 4.5 of 2018 Code*). The Board concurred with the Nominating Committee's views.

In accordance with Regulation 89 of the Company's Constitution, at least one-third of the Directors for the time being (or, if their number is not a multiple of three (3), as nearly as possible to one-third) shall retire from office by rotation at each AGM and are eligible for re-election at the AGM. Each Director shall be subject to retirement and rotation at least once in every three (3) years, in line with the requirements of SGX-ST's Listing Manual. In accordance with Regulation 88 of the Company's Constitution, all Directors appointed by the Directors as an additional Director or to fill a casual vacancy shall hold office only until the next AGM following their appointments. The Directors retiring from office are eligible for re-election at the AGM.

The following Directors who will be subject to retirement at the forthcoming AGM have offered themselves for re-election at the 2024 AGM:-

- Director retiring by rotation pursuant to Regulation 89 of the Company's Constitution:
 - (i) Han Seng Juan
- Directors retiring pursuant to Regulation 88 of the Company's Constitution:
 - (i) Chan Wan Hong
 - (ii) Nicholas Kong Ming Leong

Each member of the Nominating Committee shall abstain from voting on any resolutions in respect of his or her nomination for re-election as a Director.

The Nominating Committee has recommended the re-election of Mr. Han, Mr. Chan and Mr. Kong, who will be retiring at the forthcoming AGM, as Directors following a review of their qualifications, expertise, skills, experience, overall contribution to the Company and contributions at Board and/or Board Committee meetings (such as participation, attendance, preparedness and candour) and review of his independence, as appropriate, and having considered the Board's present composition provides an appropriate balance and diversity of the relevant skills, gender, age, experience and expertise required to meet the Group's operational and business needs, and is satisfied that they will continue to contribute relevant knowledge, skills and experience to the Board (*Provision 4.1(d) of 2018 Code*). The Board has accepted the Nominating Committee's recommendation.

Accordingly, the above-named Directors will be offering themselves for re-election. The relevant information on each of the above-named Director can be found in the section entitled "Board of Directors" on pages 8 to 13 and the section entitled "Additional Information on Directors seeking Re-election" on pages 192 to 197 of this Annual Report.

Each of Mr. Han (being a Board member), Mr. Chan (being a Board member) and Mr. Kong (being a member of the Nominating Committee and a Board member) had recused himself from deliberation and voting in respect of his own nomination for re-election at the forthcoming AGM.

Nominating Committee

As at the date of this Annual Report, the Nominating Committee (“**NC**”), regulated by a set of written terms of reference, comprises three (3) members, all of whom are Independent Non-Executive Directors, as follows (*Provisions 1.4, 4.1 and 4.2 of 2018 Code*):

Lee Wei Loon (Chairman)	–	Independent Non-Executive Director
Owi Kek Hean	–	Independent Non-Executive Director
Nicholas Kong Ming Leong	–	Independent Non-Executive Director

The Chairman of the NC is Mr. Lee Wei Loon, an Independent Non-Executive Director who is not associated with any substantial shareholder. Mr. Gn, the LID until his cessation on 1 January 2024, and Mr. Owi, the LID appointed on 1 January 2024, was/is a member of the NC (*Provision 4.2 of 2018 Code*).

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board (*Provision 2.4 of 2018 Code*). The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company’s competitive advantage.

Pursuant to the Board Diversity Policy, the NC reviews annually the structure, size and composition of the Board and, where appropriate, makes recommendations on changes to the Board to complement the Company’s corporate strategy and to ensure that there is an appropriate composition of members of the Board with suitably diverse backgrounds to meet the Group’s operational and business requirements.

In assessing the Board composition, the NC would take into account various aspects as well as factors concerning Board diversity as set out in the Company’s Board Diversity Policy, including but not limited to gender, age, cultural and educational background, ethnicity, professional qualifications and experience, skills, knowledge, industry and regional experience. All Board appointments will be based on meritocracy, and the NC would consider candidates against objective criteria, having due regard for the benefits of diversity on the Board (*Provision 2.4 of 2018 Code*).

The Company has maintained an appropriate balance of diversity perspectives that are relevant to the Company’s business growth strategies and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered (*Provision 2.4 of 2018 Code*).

The NC reviews the Board Diversity Policy, as and when appropriate and at least on an annual basis, to ensure its effectiveness and practicality including setting measurable objectives (if necessary) and will recommend appropriate revisions to the Board for consideration and approval.

The NC and Board consider that the current make-up of the Board reflects the Company’s commitment to Board diversity in terms of gender, age, educational qualifications, ethnicity, skills, knowledge and industry experience as set out in the Board Diversity Policy (*Provision 2.4 of 2018 Code*). Such diversity helps to avoid groupthink and foster constructive debate and allows the Board members to take a broader view of the Group’s business activities and management, contribute their valuable experiences and provide independent judgement and a wider range of perspectives during Board deliberations, which is beneficial to the Company and its management.

Details of the Board composition as at the date of this Annual Report are as follows:

- Directors’ area of expertise

Business (including Accommodation Business)	6
Accountancy, Finance or Taxation	4
Legal	3
Estate Management	1
Investment and Asset Management	1

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- Directors' educational background

Science	2
Law	3
Business Administration	3
Science in Estate Management	1
Finance	1
Science in Financial Engineering/Chartered Financial Analyst	1

- Board independence

Independent Directors	7
Non-Independent Directors	4

- Board gender diversity

Female	1
Male	10

- Directors' age group

40s	1
50s	1
60s	8
70s	1

- Directors' length of service

	Independent Director(s)	Non-Independent Director(s)
Served more than nine (9) years	2	1
Served more than six (6) years and up to nine (9) years	1	2
Served more than three (3) years and up to six (6) years	2	1
Served not more than one (1) year	2	–

The NC and Board are satisfied that the current Board meets the criteria/targets in Board diversity in view of the following: (i) there is a female member on the Board; and (ii) the diverse expertise, knowledge and experience of the Board members in the fields of banking, finance, accountancy and taxation, investment and asset management, law and business (including accommodation business) required to meet the Group's operational and business needs (*Provision 2.4 of 2018 Code*). The NC will continue to monitor and strive to ensure that these aspects of Board diversity are achieved and will take these aspects of Board diversity, among others, into consideration in its review of Board composition and recommendation/nomination of any new appointment to the Board. From time to time, the NC may review and recommend to the Board appropriate changes to policy, criteria or targets (including additional targets when the need arises) relating to Board diversity which are relevant to the Group's business growth/needs and complement the Group's corporate strategy and to achieve greater diversity of Directors.

The Company remains committed to implementing the Board Diversity Policy. Any other targets set and further progress made towards implementation of the policy and/or achieving the targets on Board diversity will be disclosed in future Annual Reports.

The NC is responsible for making recommendations to the Board on all appointments and re-election/re-appointments of Directors (*Provision 4.1(d) of 2018 Code*).

The NC meets at least once annually and as and when deemed necessary. The NC has been provided with sufficient resources and has access to external independent professional advice if required, at the Company's expense.

The key duties and responsibilities of the NC are summarised below (*Provisions 1.4 and 4.1 of 2018 Code*):

- assesses the effectiveness of the Board as a whole, the Board Committees and the contribution of the chairman and each individual Director to the effectiveness of the Board;
- reviews and nominates newly appointed Directors and Directors retiring by rotation, having regard to their contributions and performance, for re-election at each AGM;
- reviews and recommends all new appointments to the Board. The NC ensures that new Directors are aware of their duties and obligations (*Provision 4.5 of 2018 Code*);
- reviews and recommends all appointments of senior management staff (who are not for appointment to the Board);
- determines on an annual basis the independence of each Director;
- decides whether a Director is able to and has been adequately carrying out his/her duties as a Director of the Company, particularly when the Director has multiple Board representations;
- identifies gaps in the mix of skills, experience and other qualities required in an effective Board so as to better nominate or recommend suitable candidates to fill the gaps;
- reviews Board succession plans for Directors, in particular, the Chairman, CEO and key management personnel; and
- reviews training and professional development programme for the Board, its Directors and senior management.

During the year, the NC held two (2) meetings to review the structure, size, composition and diversity of the Board, the Board Diversity Policy, Director Nomination Policy and independence of the Independent Non-Executive Directors, and to consider and recommend to the Board retiring Directors standing for re-election at the AGM and changes in Board Committees which took effect on 28 April 2023, amongst its other duties. In addition, the NC had approved/recommended the appointment of new Independent Non-Executive Directors and changes in Board Committees and LID, which were approved by the Board and took effect on 1 January 2024.

The Company strives to retain talents and groom its employees to ensure that they will and are ready to meet future business needs of the Group. The Board oversees the long-term succession planning for senior management and ensures appropriate development and succession planning programmes are in place for key executive roles (*Provision 4.1(a) of 2018 Code*). The NC and Board had, in the course of their review, discussed talent management and succession planning for the Group.

Board Performance – Principle 5 (including Provisions 5.1 and 5.2 of 2018 Code)

The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors

The NC has adopted a formal process of evaluating the performance of the Board as a whole, and each of the Board Committees. The Board and Board Committees performance evaluation process involves completion of questionnaires by Board members. A summary of findings is prepared by the Company Secretary based on the completed questionnaires and is reviewed and deliberated by the NC, with comparisons from prior year's findings, before submitting to the Board for review. The Chairman of the NC confers with the Joint Chairmen of the Board on the findings and appropriate follow-up actions are taken as necessary.

The Board performance evaluation is carried out annually and the performance criteria includes, amongst other things, the Board's composition, size and expertise, timeliness of Board information, accountability and processes, Board members communication and communications with senior management and shareholders. As the Board members have through the Board performance evaluation considered/assessed the functioning of Executive Committee, no separate performance evaluation of the Executive Committee was carried out.

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Performance evaluations of Board Committees, namely, Audit Committee, NC and Remuneration Committee are also conducted annually and the performance criteria includes, amongst other things, the respective Board Committees' composition, size and expertise, accountability and processes and communication with shareholders.

A peer to peer evaluation in respect of FY 2023 was carried out in addition to evaluating the performance of the Board and the Board Committees (namely, Audit Committee, NC and Remuneration Committee) as a whole. The performance of all Directors, including the Joint Chairmen of the Board, were individually reviewed by their fellow Directors by completing a questionnaire, taking into consideration, amongst others, the Director's business and industry knowledge, commitment, contributions and performance at Board and Board Committee meetings, including attendance, preparedness, participation and candour, communication skills and interaction with fellow Directors, senior management and auditors, amongst others. A summary of findings is prepared by the Company Secretary based on the completed questionnaires and is reviewed and deliberated by the NC before submitting to the Board. The Chairman of the NC confers with the Joint Chairmen of the Board on the findings and appropriate follow-up actions are taken as necessary.

No external facilitator had been engaged by the Board for the purpose of the aforesaid performance evaluations.

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies – Principle 6

The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration

Remuneration Committee

As at the date of this Annual Report, the Remuneration Committee ("RC"), regulated by a set of written terms of reference, comprises three (3) members, all of whom are Independent Non-Executive Directors, as follows (*Provisions 1.4, 6.1 and 6.2 of 2018 Code*):

Tan Poh Hong (Chairman)	–	Independent Non-Executive Director
Chan Wan Hong	–	Independent Non-Executive Director
Nicholas Kong Ming Leong	–	Independent Non-Executive Director

The members of the RC have many years of corporate experience and are knowledgeable in the field of executive compensation. The RC has been provided with sufficient resources and also has access to external professional advice on remuneration and human resource related matters, if required.

The RC meets at least once annually, and as and when deemed necessary, to carry out its functions. The key duties and responsibilities of the RC are summarized below (*Provisions 1.4 and 6.1 of 2018 Code*):

- reviews and recommends to the Board a framework of remuneration as well as determines the remuneration package and terms of employment for each Director, the CEO, key management personnel and employees who are substantial shareholders of the Company, or who are immediate family members of a Director, the CEO or a substantial shareholder of the Company, and whose remuneration exceeds S\$100,000 during a year; and
- reviews the remuneration policies and packages for key management personnel on an annual basis.

The RC's review covers all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, benefits-in-kind and termination terms (if any) to ensure they are fair (*Provision 6.3 of 2018 Code*).

The RC has access to the Company's internal human resource department to assist in its review. The RC may from time to time seek advice from external remuneration consultants, who are unrelated to the Directors and any organisation they are associated with, as well as confidentially from selected senior management, including the Head of Human Resources, at its discretion. No external remuneration consultant was appointed in FY 2023. In early 2024, the Company had engaged an external remuneration consultant, HR Guru Pte Ltd ("**HR Guru**"), to conduct a review of remuneration package for the Executive Joint Board Chairman. The RC and Board confirmed that the Company has no existing relationships with the external remuneration consultants and HR Guru that would affect their independence and objectivity (*Provision 6.4 of 2018 Code*).

The RC's recommendations are submitted for endorsement by the entire Board. Each year, the RC reviews the compensation of the Executive Directors, CEO and key management personnel to ensure that the remuneration of the Executive Directors, CEO and key management personnel commensurate with their performance and value-add to the Group, giving due regard to the financial and commercial health, business needs and strategic objectives of the Group and promote the long-term success of the Company (*Provision 7.1 of 2018 Code*).

Each member of the RC or each Director shall abstain from voting on any resolutions and making any recommendations and/or participating in any deliberations of the RC/Board in respect his/her own remuneration.

The RC held three (3) meetings during FY 2023. The RC had reviewed/considered and approved/recommended to the Board, where appropriate, (i) remuneration packages of the Executive Directors, CEO and key management personnel of the Company, (ii) remuneration of employees who are substantial shareholders of the Company, or who are immediate family members of a Director, the CEO or a substantial shareholder of the Company, and whose remuneration exceeds S\$100,000 during a year, (iii) Directors' fee structure, (iv) Directors' fees for Executive and Non-Executive Directors, including Independent Non-Executive Directors and (v) other remuneration related matters.

Level and Mix of Remuneration – Principle 7

The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company

The remuneration for the Executive Directors, CEO and key management personnel is based on the terms of their respective service contracts entered into with the Company, and comprises a fixed component (in the form of basic salary and annual wage supplement) plus a variable component in the form of annual performance bonus tied to individual performance as well as the Group's performance, taking into account the strategic objectives of the Company and the need to align their remuneration with the interests of shareholders (*Provision 7.1 of 2018 Code*).

Directors' fees payable to the Executive Directors and all the Non-Executive Directors, including Independent Directors, are set in accordance within a remuneration framework comprising a basic fee and a fixed fee taking into account factors, such as, their respective roles and responsibilities for serving on the Board and/or Board Committee(s) as well as their contribution, effort and time spent (*Provision 7.2 of 2018 Code*). The RC ensures that the Non-Executive Directors should not be overly compensated to the extent that their independence may be compromised.

The Board is of the view that the current remuneration structure for the Executive Directors, the CEO and key management personnel are appropriate to attract, retain and motivate the Directors to provide good stewardship of the Company and key management personnel (including the CEO) to successfully manage the Company for the long term (*Provision 7.3 of 2018 Code*).

The Board will table the Directors' fees in respect of the financial year ending 31 December 2024, to be paid quarterly in arrears, for shareholders' approval at the 2024 AGM. If approved, this will authorise the Company to make payment of fees to the Directors during the financial year in which the fees are incurred. The total amount of Directors' fee paid to the Directors for FY 2023 was S\$497,738.

The existing service contracts for the Executive Directors, the CEO and key management personnel are for a period of three (3) years and be automatically renewed annually during the term. The service contract provides for termination by each party, upon giving not less than three (3) months' notice in writing. New service contracts or renewals, if any, will be subject to RC's review to ensure that the terms are fair and for a reasonable period. The contracts of the Executive Directors, the CEO and key management personnel, which contain incentive components of remuneration, include the "claw back" clauses to safeguard the Group's interests in the event of exceptional circumstances of misstatement of financial statements or misconduct resulting in financial loss or fraud by these Executive Directors, the CEO and key management personnel.

The Company does not have any long-term incentive schemes in place (*Provision 8.3 of 2018 Code*).

CORPORATE GOVERNANCE

Disclosure on Remuneration – Principle 8

The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation

Directors' and CEO's Remuneration

Directors' fee structure for a financial year is as follows:

Board Member Fee (Base)	S\$43,000 for Non-Executive Director/S\$10,000 for Executive Director
Board Chairman Fee*	S\$43,000
Audit Committee Chairman Fee	S\$36,000
Audit Committee Member Fee	S\$18,000
RC Chairman Fee	S\$20,000
RC Member Fee	S\$10,000
NC Chairman Fee	S\$17,000
NC Member Fee	S\$8,500
Lead Independent Director Fee	S\$15,000

* For the Joint Chairmen of the Board, each of them shall receive 50% of the Board Chairman Fee.

Note: Chairman of Executive Committee and members of Executive Committee are not entitled to Directors' fees.

Details of remuneration of the Directors and CEO (who is not Director) for FY 2023 are set out below (Provisions 8.1(a) and 8.3 of 2018 code):

Name	Director's fees S\$	Salary and allowance* S\$	Bonus S\$	Other benefits S\$	Total \$
Executive Directors					
Loh Kim Kang David	31,500.00	15,300.00	300,000.00	–	346,800.00
Wong Kok Hoe	10,000.00	521,179.00	799,614.00	19,139.15	1,349,932.15
Teo Peng Kwang Kelvin	10,000.00	441,045.00	799,614.00	10,396.60	1,261,055.60
Non-Executive Director					
Han Seng Juan	64,500.00	–	–	–	64,500.00
Independent Non-Executive Directors					
Chandra Mohan s/o Rethnam	74,255.00	–	–	–	74,255.00
Gn Hiang Meng	90,357.00	–	–	–	90,357.00
Owi Kek Hean	84,410.00	–	–	–	84,410.00
Tan Poh Hong	68,247.00	–	–	–	68,247.00
Lee Wei Loon	64,469.00	–	–	–	64,469.00
CEO (who is not Director)					
Kong Chee Min	–	488,371.00	799,614.00	16,992.88	1,304,977.88

* Include employers' Singapore Central Provident Fund ("CPF") contributions

Notes:

- The above table excludes Mr. Chan and Mr. Kong who were appointed as Independent Non-Executive Directors with effect from 1 January 2024.
- The Company does not have any long-term incentives, share-based incentives/awards and share option schemes in place. Save as disclosed above, there are no other forms of remuneration and other payments paid by the Company and its subsidiaries to the Directors and CEO.

Directors' and CEO's remunerations

(i) *Directors' and CEO's salaries, allowances, discretionary bonuses and other benefits*

The Executive Directors' and CEO's emoluments shown above were paid for their services in connection with the management of the affairs of the Company and the Group.

The Non-Executive Director's and Independent Non-Executive Directors' emoluments shown above were paid for their services as Directors of the Company.

The discretionary bonuses are annual performance bonus tied to individual performance as well as the Group's performance, taking into account the strategic objectives of the Company.

(ii) *Directors' retirement benefits*

No retirement benefits were paid to or receivable by any Directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiaries undertaking during the current and prior financial years.

(iii) *Directors' termination benefits*

No payment was made to Directors as compensation for the early termination of the appointment during the current and prior financial years.

(iv) *Consideration provided to third parties for making available Directors' services*

No payment was made to the former employer of Directors for making available the services of them as a Director of the Company during the current and prior financial years.

(v) *Information about loans, quasi-loans and other dealings in favour of Directors, controlled bodies corporate by and connected entities with such Directors*

There are no loans, quasi-loans and other dealings in favour of Directors, controlled bodies corporate by and connected entities with such Directors during the current and prior financial years.

(vi) *Directors' material interests in transactions, arrangements or contracts*

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the current and prior financial years.

Remuneration of Key Management Personnel

Given the confidentiality and commercial sensitivity attached to remuneration matters, the Board is of the view that the detailed and specific disclosure of remuneration of top key management personnel is not in the best interest of the Company and may adversely affect talent attraction and retention. The remuneration of top key management personnel is, however, disclosed in the bands of S\$250,000 with a breakdown showing the level and mix of remuneration in percentage terms. The Board is of the view that the information disclosed is sufficient for shareholders to have adequate understanding of the Company's remuneration policies and practice for key management personnel, as well as the link between performance and remuneration (*Provision 8.1(b) of 2018 Code*).

The Board is of the opinion that the practices the Company has adopted are consistent with the intent of Principle 8 of the 2018 Code as a balance is struck between the requirement for transparency on the Company's remuneration policies, level and mix of remuneration, the procedure for setting remuneration and the relationships between remuneration, performance and value creation, vis-à-vis the Group's need to maintain confidentiality of sensitive information.

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The Group only has three (3) key management personnel (who are not Directors or the CEO). The aggregate remuneration paid to the three (3) key management personnel (who are not Directors or the CEO) for FY 2023 was S\$1,496,413.27. Breakdown (in percentage terms) of the remuneration paid to each of the three (3) key management personnel (who are not Directors or the CEO) for FY 2023 is set out below (*Provisions 8.1(b) and 8.3 of 2018 Code*):

Name	Salary and allowance* (%)	Bonus (%)	Other benefits (%)	Total (%)
S\$500,000 to below S\$750,000				
Ho Lip Chin	50	48	2	100
S\$250,000 to below S\$500,000				
Foo Ai Huey	70	28	2	100
Leong Siew Fatt	64	34	2	100

* Include employers' CPF contributions

As at the date of this Annual Report, Mr. Loh (Executive Director and Joint Chairman of the Board) is a controlling shareholder of the Company, and Teo Peng Kwang (Executive Director and Chief Operating Officer, Accommodation Business) is a substantial shareholder of the Company. Details of their remuneration for FY 2023 are hereinbefore disclosed (*Provision 8.2 of 2018 Code*).

Anthony Craig Bolger (Head, Private Capital Market) is brother-in-law of Mr. Loh (Executive Director, Joint Chairman of the Board and a controlling shareholder). For FY 2023, Anthony Craig Bolger received a remuneration (comprising basic salary and annual bonus) of exceeding S\$150,000 but below S\$250,000 (*Provision 8.2 of 2018 Code*).

Save as disclosed above, there was no employee of the Group who was a substantial shareholder of the Company, or who was an immediate family member of a Director, the CEO or a substantial shareholder of the Company, and whose annual remuneration exceeded S\$100,000 during the year under review.

There are no termination, retirement and post-employment benefits granted to the Directors, CEO and top key management personnel (who are not Directors or the CEO).

Save as disclosed above, there are no remuneration and other payments and benefits paid by the Company's subsidiaries to the Directors and key management personnel of the Company (*Provision 8.3 of 2018 code*).

ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls – Principle 9

The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders

The Board is responsible for the governance of risk and sets the tone and direction for the Group in the way risk is managed in the Group's businesses. The Board has ultimate responsibility to ensure that Management maintains a sound systems of risk management and internal controls to safeguard shareholders' interests and does not expose the Group to an unacceptable level of risk. The Board approves the key risk management policies and tolerance and has an oversight role in the design, implementation and monitoring of the risk management and internal controls systems (*Provision 9.1 of 2018 Code*). The Board acknowledges that it is responsible for the risk management and internal control systems of the Company and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has approved a Group Enterprise Risk Management Framework for the identification of key risk within the Group's businesses, which has adopted and aligned with the Committee of Sponsoring Organisations of the Treadway Commission Internal Controls Integrated Framework. The Enterprise Risk Management Framework sets out a systematic and ongoing process to identify and assess risk and defines how risk information (including risk mitigation action plans) is collected, monitored and reported to Management, Audit Committee ("AC") and Board on a regular and timely basis.

The Board has delegated the AC to assist in its oversight of the risk management framework, policies and processes. The AC's principal functions and responsibilities on risk management, include the following (*Provision 9.1 of 2018 Code*):

- reviews and recommends risk management strategies and policies (including those related to the Group's environmental, social, and governance performance and reporting), and risk tolerance for the Board's approval;
- reviews and assesses the adequacy of risk management policies and framework in identifying, measuring, monitoring and managing risks, as well as the extent to which these policies and framework are operating effectively;
- ensures that adequate infrastructure, resources and systems are in place for an effective risk management, i.e. ensuring that staff responsible for implementing risk management systems perform those duties independent of the Group's risk-taking activities, that they possess the appropriate qualifications and experience, and have undergone appropriate training programmes; and
- provides risk oversight and reviews risk profiles of the Group.

With a view to identifying, handling and disseminating inside information, procedures have been implemented by the Group to ensure that unauthorised access and use of inside information are strictly prohibited.

For FY 2023, the AC had reviewed the adequacy and effectiveness of the Group's risk management framework and systems and conducted dialogue sessions with Management to understand the process to identify, assess, manage and monitor key identified risks within the Group.

The Board, as supported by the AC as well as the management team, reviewed the risk management and internal controls (including financial, operational, compliance and information technology controls) systems for FY 2023. Based on the above and the review of risk which the Group is exposed to as well as the understanding of what countermeasures and internal controls are in place to manage them, the AC and the Board concluded that the Group's risk management framework and internal controls (including financial, operational, compliance and information technology controls) systems were adequate and effectively managed (*Provision 10.1(b) of 2018 Code*).

The Board and AC will be responsible for (a) monitoring the Company's risk of becoming subject to, or violating, any sanctions-related law or regulation and (b) ensuring timely and accurate disclosures to SGX-ST and other relevant authorities. As at the date of this Annual Report, the Company does not have existing business in a country which is subject to sanctions-related law or regulation and has no exposure to sanctions-related risks.

In respect of FY 2023, the Board has obtained the following assurances (*Provision 9.2 of 2018 Code*):

- a written confirmation from the CEO and CFO that the financial records have been properly maintained and the financial statements of the Company for FY 2023 give a true and fair view of the Group's operations and finances; and
- a written confirmation from the Executive Directors, CEO, CFO and relevant key management personnel that the Company's risk management and internal controls (including financial, operational, compliance and information technology controls) systems are adequate and effective.

The CEO and CFO have obtained similar assurance from the business and corporate executive heads in the Group.

The Group's external auditors have, in the course of their statutory audit, carried out a review of the Group's material internal control relevant to financial reporting in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control. Any material non-compliance and internal control weaknesses noted during their audit and the auditors' recommendations are reported to the AC to ensure appropriate follow-up actions are taken/to be taken by Management.

The Group's internal auditor has conducted independent reviews of the effectiveness of the Group's material internal controls (including financial, operational, compliance and information technology controls) and risk management systems, at least once a year.

The AC reviews the external and internal auditors' reports and ensures that there are adequate and effective internal controls in the Group.

Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors, reviews performed by Management and the above-mentioned assurances from senior management and relevant key management personnel, the Board, with the concurrence of the AC, is of the opinion that the Group's risk management and internal controls (including financial, operational, compliance and information technology controls) systems were adequate and effective for FY 2023 (*Provision 10.1(b) of 2018 Code*). No material weaknesses of internal controls and risk management systems were identified in respect of FY 2023.

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Audit Committee – Principle 10

The Board has an Audit Committee which discharges its duties objectively

As at the date of this Annual Report, the AC, regulated by a set of written terms of reference, comprises three (3) members, all of whom are Independent Non-Executive Directors, as follows (*Provisions 1.4 and 10.2 of 2018 Code*):

Owi Kek Hean (Chairman)	–	Independent Non-Executive Director
Lee Wei Loon	–	Independent Non-Executive Director
Tan Poh Hong	–	Independent Non-Executive Director

The Board is of the view that the AC members have recent and relevant accounting or related financial management expertise or experience to discharge the AC's functions (*Provision 10.2 of 2018 Code*).

Under the terms of reference of the AC, a former partner or director of the Company's existing auditing firm or auditing corporation should be prohibited from acting as a member of the AC within a period of two (2) years commencing on the date of his/her ceasing (i) to be a partner of the auditing firm (or a director of the auditing corporation); or (ii) to have any financial interest in the auditing firm or auditing corporation, whichever is later.

None of the members of the AC is a partner or director of the Group's existing auditing firms or auditing corporations or was a former partner or former director of the Group's existing auditing firms or auditing corporations. None of the AC members has any financial interest in the Group's existing auditing firms or auditing corporations (*Provision 10.3 of 2018 Code*).

During the year under review, the AC members have attended meetings and discussions, organised by Management, with the external auditors, the internal auditors and the Company Secretary(ies) on financial standards updates, changes in corporate governance and risk management requirements. The AC members are encouraged to individually attend external seminars on financial, corporate governance and/or regulatory related topics to keep themselves abreast of the latest changes or developments, where appropriate.

The AC meets at least four (4) times a year, and as and when deemed necessary, to carry out its functions.

The AC's primary function is to provide assistance to the Board in fulfilling its responsibility relating to corporate accounting and auditing, the Company's financial reporting practices, the quality and integrity of the Company's financial reports and the Company's internal control systems including financial, operational, compliance and information technology controls, and risk management policies established by Management and the Board (*Provisions 1.4 and 10.1 of 2018 Code*).

The AC also performs the following key functions (*Provisions 1.4 and 10.1 of 2018 Code*):

- reviews significant financial reporting issues and judgements so as to ensure integrity of the financial statements of the Company, and any announcements relating to the Company's financial performance;
- reviews the audit scope, approach and results of the internal and external auditors;
- evaluates the overall effectiveness of both the internal and external audits through regular meetings with the internal and external auditors;
- reviews the adequacy, effectiveness and independence of the external audit and internal audit function;
- determines that no restrictions are being placed by Management upon the work of the internal and external auditors;
- evaluates the adequacy and effectiveness of the internal controls and risk management systems of the Company by reviewing written reports from the internal and external auditors, and Management's responses and actions to address any deficiencies noted;
- evaluates the adherence to the Group's administrative, operating and internal accounting controls;
- reviews the quarterly (if required), half-year and full-year financial statements of the Company and the Group before submission to the Board for approval;
- reviews the assurance from the CEO and CFO on the financial records and financial statements;
- reviews interested person transactions in accordance with the requirements of the Listing Rules of the SGX-ST and all potential conflicts of interests;

- reviews and approves all hedging policies and types of hedging instruments to be implemented by the Group, if any;
- reviews transactions by the Company, principally acquisitions and realisations, in accordance with the requirements of the Listing Rules of SGX-ST;
- ensures proper measures to mitigate any conflicts of interests have been put in place;
- reviews the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on;
- reviews all non-audit services provided by the external auditors to determine if the provision of such services would affect the independence of the external auditors;
- reviews and recommends the appointment or re-appointment of the external auditors, including their remuneration; and
- considers other matters as requested by the Board.

The AC has full access to Management and full discretion to invite any Director or member of Management or external parties, such as, consultants/advisers (as necessary) to attend its meetings, and has been given reasonable resources to enable it to discharge its functions properly. The AC also has the authority to investigate any matter within its terms of reference.

The external auditors provide regular updates and periodic briefings to the AC on changes or amendments to accounting standards to enable the members of the AC to keep abreast of such changes and their corresponding impact on the financial statements, if any.

Annually, the AC meets with the internal and external auditors without the presence of Management. This is to review the adequacy of audit arrangements, with particular emphasis on the scope and quality of their audits, the independence and objectivity of the external auditors and the observations of the internal and external auditors (*Provision 10.5 of 2018 Code*).

WHISTLEBLOWING POLICY AND PROGRAMME

The Company has adopted a whistleblowing policy and programme ("**WB Policy**") which provides an independent feedback channel for employees and external parties to make reports or raise concerns on misconduct or wrongdoing relating to the Company and its officers, or possible malpractices or improprieties in financial reporting, internal control or other matters directly to the AC Chairman and/or a member of the AC (contact details of whom are set out in the WB Policy) in confidence and in good faith without fear of reprisals (*Provision 10.1(f) of 2018 Code*). The WB Policy sets out the procedures/processes by which whistleblowing complaints are handled and the confidentiality and identity of the whistleblower is maintained and protected.

All whistleblowing reports will be forwarded immediately to the Chairman of the AC who will decide the appropriate action to be taken, including constituting an independent investigation committee ("**Investigation Committee**"), if necessary. The Investigation Committee (if required) shall comprise the AC Chairman and members of AC and any other persons who are considered independent as considered necessary and appropriate by the AC. The AC is responsible for oversight and monitoring of whistleblowing and ensures that arrangements are in place for independent investigation of matters raised. The AC will review investigation reports on whistleblowing cases and decide/recommend follow-up or remedial actions to be taken, where appropriate, and report the same to the Board accordingly. The Company and/or the AC may in its absolute discretion designate an independent function/party as it deems fit to investigate whistleblowing reports made in good faith.

The Company will (a) treat all information/whistleblowing reports received as well as all information disclosed during the course of investigation confidentially; and (b) protect the identity of all whistle-blowers, except as necessary or appropriate to conduct the investigation and to take any remedial action and subject to legal or regulatory requirements. The Company will also protect a whistle-blower, who acts in good faith and who has not himself or herself engaged in serious misconduct or illegal conduct, from detrimental or unfair treatment and any forms of harassment, retaliation, adverse employment or career advancement consequence or discrimination, including but not limited to demotion, dismissal or reduction of compensation or privileges of employment.

The AC reviews the WB Policy, annually or as and when deemed appropriate, to ensure its effectiveness and will recommend appropriate revisions to the Board for consideration and approval. The Company's WB Policy had been updated to be in line with the requirements of the SGX-ST's Listing Manual.

Details of the updated WB Policy have been disseminated and made available to all employees of the Group. To facilitate participation by the external parties, the WB Policy is also available on the Company's website at www.centurioncorp.com.sg.

CORPORATE GOVERNANCE

During the year, the AC held five (5) meetings to review the following, amongst other things:

- half-year and annual financial results, business updates announcements and interim and annual reports;
- internal and external auditors' plans and reports;
- adequacy and effectiveness of the risk management and internal control systems and internal audit function;
- re-appointment of external auditors and engagement of non-audit services (including non-audit fees) and relevant scope of works;
- progress update on sustainability reporting; and
- interested person transactions and the existing WB Policy for changes, if necessary (*Provision 10.1 of 2018 Code*).

The AC also had one (1) meeting with the external and internal auditors, without the presence of Management.

External Audit

The AC assesses the independence of the external auditors, PricewaterhouseCoopers LLP, annually (*Provision 10.1(e) of 2018 Code*). The AC has reviewed the non-audit services provided by the external auditors and is of the opinion that the provision of such services as well as the fees paid for FY 2023 does not affect their independence.

The aggregate amount of fees paid/payable to the external auditors for FY 2023 are as follows:

	S\$'000
Audit fees paid/payable by the Company and its subsidiaries ⁽²⁾	616
Non-audit fees ⁽¹⁾ paid/payable by the Company and its subsidiaries ⁽²⁾	76
Total fees	692

Notes:

- (1) Included in the non-audit fees are mainly tax advisory and compliance fees.
- (2) Includes the network of member firms of PricewaterhouseCoopers ("PwC") International Limited ("PwCIL").

The AC has reviewed and confirmed that the Company has complied with Rules 712, 715 and 716 of the Listing Manual of the SGX-ST in relation to the appointment of auditors of the Company, its subsidiaries and significant associated companies.

In reviewing the nomination of PricewaterhouseCoopers LLP for re-appointment as external auditors, the AC had considered the adequacy of resources and experience of PricewaterhouseCoopers LLP, the audit engagement partner and audit team assigned to the Company and Group's audit and the Audit Quality Indicators of PricewaterhouseCoopers LLP for FY 2023.

Based on its review, the AC is satisfied that PricewaterhouseCoopers LLP is a suitable auditing firm that is able to meet the Company's audit obligations and needs, and has recommended the re-appointment of PricewaterhouseCoopers LLP as external auditors of the Company at the 2024 AGM (*Provision 10.1(d) of 2018 Code*), which was accepted by the Board and will be tabled at the 2024 AGM for shareholders' approval. Accordingly, the Company has complied with Rule 712 of the Listing Manual of the SGX-ST.

Internal Audit

The Company has out-sourced its internal audit function to BDO LLP ("**BDO**") (*Provision 10.4 of 2018 Code*). The internal auditor has direct and unrestricted access to the Chairman of the AC and presents their reports and audit findings and recommendations to the AC.

The internal auditor is provided with unfettered access to the Company's properties, documents, information, records and personnel (*Provision 10.4 of 2018 Code*) and performs their reviews in accordance with the BDO Global Internal Audit Methodology which is consistent with the International Standards for the Professional Practices of Internal Auditing established by the Institute of Internal Auditors. As the Group's outsourced internal auditor, BDO ensures that the engagement staff possess the relevant qualification and experience to conduct the internal audits.

The AC reviews the internal auditor's reports on the state of the Group's internal controls as well as approves the annual internal audit plans.

Key findings by internal auditors with Management responses are presented to and discussed with the AC who will submit its findings and recommendations to the Board. The recommendations also serve as further inputs for the next cycle of internal audit and enterprise risk management reviews. For the Group's FY 2023 internal audit, the Board has not identified any material weakness of controls and risk management systems based on the findings by the internal auditors.

The AC decides on the appointment, termination and remuneration of the internal auditor (*Provision 10.4 of 2018 Code*).

The AC is satisfied that the internal auditor is independent and effective, and has the necessary resources and appropriate standing within the Company to adequately perform its functions (*Provisions 10.1(e) and 10.4 of 2018 Code*).

Executive Committee

The Board has established an Executive Committee of the Board (the "**EXCO**") to assist the Board with its oversight responsibilities in, amongst others, making business decisions and evaluating major strategic initiatives including acquisition or disposal transactions, based on authority delegated to the EXCO.

The EXCO, regulated by a set of written terms of reference, comprises five (5) members, as follows (*Provision 1.4 of 2018 Code*):

Loh Kim Kang David (Chairman)	–	Executive Director and Joint Chairman of the Board
Han Seng Juan	–	Non-Executive Director and Joint Chairman of the Board
Wong Kok Hoe	–	Executive Director and Deputy Chairman of the Board
Teo Peng Kwang	–	Executive Director and Chief Operating Officer of Accommodation Business
Kong Chee Min	–	CEO (who is not a Director)

The key duties and responsibilities of the EXCO are summarised below (*Provision 1.4 of 2018 Code*):

- reviews and approves all investments, acquisitions and disposal transactions and capital expenditure of (a) an amount up to S\$5.0 million per transaction and (b) an aggregate amount of not more than S\$10.0 million in each quarter of a financial year ("**Transactions**"), except those acquisitions and disposal transactions that are discloseable under the SGX-ST's Listing Manual which should be reviewed and recommended by the EXCO to the Board for review and approval; and to report all Transactions carried out by the EXCO (if any) to the Board on a quarterly basis;
- reviews and recommends for adoption of the Board, annual budgets and long-term business plans to achieve the objectives of the Company;
- provides guidance to Management at all stages of the strategic planning process upon request;
- reviews the monthly and year-to-date financial results and forecast and determines whether corrective action is necessary to be taken by Management;
- reviews the performance of the portfolio of businesses of the Company; and
- reviews and recommends mergers and acquisitions, disposals of businesses, capital expenditures and investments to the Board.

During the year, the EXCO held four (4) meetings to review/consider and recommend to the Board, where appropriate, investment opportunities, proposed acquisition/disposal transactions, capital expenditures, financial results and performance of the Group's businesses (*Provision 1.4 of 2018 Code*).

CORPORATE GOVERNANCE

SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings – Principle 11

The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects

The Company treats all shareholders fairly and equitably, and recognises, protects and facilitates the exercise of shareholders' rights. Shareholders are informed of changes in the Company's business that are likely to materially affect the value of the Company's shares.

At each AGM and/or General Meetings, shareholders are given the opportunity to participate effectively and raise their concerns with the Directors and Management on matters pertaining to the Group's business and its operations. According to the Company's Constitution, Notice of an AGM and any EGM at which it is proposed to pass a special resolution is despatched to shareholders at least 21 clear days or 20 clear business days (whichever is longer) before the scheduled date for such meeting; while Notice of all other EGMs is despatched to shareholders at least 14 clear days or 10 clear business days (whichever is longer) before the scheduled date for such meeting. In the case of any General Meeting at which a special business is to be transacted, the Notice of General Meeting will specify the general nature of such business, and if any resolution is to be proposed as a special resolution, the Notice of General Meeting will contain a statement to that effect (*Provisions 11.1 and 12.1 of 2018 Code*).

According to Regulation 48 of the Company's Constitution, the Directors may whenever they think fit, and shall on requisition in accordance with the Statutes, proceed with proper expedition to convene an EGM, or in default, the EGM may be convened by such requisitionists, including shareholders holding a minority stake in the Company which have shareholdings not less than ten per cent (10%) of the total number of paid-up shares as at the date of the requisition carries the right of voting at General Meetings.

According to Section 176 of the Companies Act 1967 of Singapore ("**Companies Act**"), directors of a company, despite anything in its constitution, must, on the requisition of shareholders holding at the date of the deposit of the requisition not less than ten per cent (10%) of the total number of paid-up shares as at the date of the deposit carries the right of voting at general meetings, immediately proceed duly to convene an EGM of the company to be held as soon as practicable but in any case not later than two (2) months after the receipt by the company of the requisition.

Besides, according to Section 177 of the Companies Act, two (2) or more shareholders holding not less than ten per cent (10%) of the total number of issued shares of the company (excluding treasury shares) may call a meeting of the company.

A meeting of a company or of a class of shareholders, other than a meeting for the passing of a special resolution, must be called by written notice of not less than 14 days or such longer period as is provided in the constitution.

So far as the constitution does not make other provision in that behalf, notice of every meeting must be served on every shareholder having a right to attend thereat in the manner in which notices are required to be served by the model constitution prescribed under Section 36(1) the Companies Act for the type of company to which the company belongs, if any.

Conduct of Shareholder Meetings

The Company encourages shareholder participation at General Meetings of shareholders (*Provision 11.1 of 2018 Code*).

Shareholders have the opportunities to communicate their views on matters relating to the Group and to participate effectively in the meeting and to vote thereat, either in person or by proxy. The Company's Constitution allows:

- (a) a shareholder who is not a relevant intermediary to appoint not more than two (2) proxies to attend, speak and vote at the AGM and other General Meetings; and
- (b) a shareholder who is a relevant intermediary to appoint more than two (2) proxies to attend, speak and vote at the AGM and other General Meetings.

For the time being, the Board is of the view that this is adequate to enable shareholders to participate in General Meetings of the Company. Currently, the Company has not implemented measures to allow shareholders who are unable to vote in person at the Company's General Meetings the option to vote in absentia, such as, via mail, electronic mail or facsimile. However, under the provisions of the Company's Constitution, the Directors may, at their sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow shareholders who are unable to vote in person at any General Meeting the option to vote in absentia (*Provision 11.4 of 2018 Code*).

Issues seeking approval of shareholders are usually tabled as separate resolutions at AGM and General Meetings. Each item of special business included in the notice of the meeting will be accompanied by an explanation of the effects of a proposed resolution (*Provision 11.2 of 2018 Code*). Resolutions tabled at AGMs and other General Meetings are voted on by way of poll conducted in the presence of independent scrutineers. Poll voting procedures are explained to shareholders at the AGMs and other General Meetings, where appropriate. The results of the poll voting are announced at the meeting and published via SGXNet on the same day as the meeting.

Minutes of AGMs and other General Meetings are prepared and will be made available to shareholders upon their written request. The minutes of AGM, which include a summary of substantial and relevant comments or queries received from shareholders and responses from the Board and Management, are published via SGXNet and on the Company's website (*Provision 11.5 of 2018 Code*).

All Directors and the CEO (who is not a Director) are expected to attend AGMs and other General Meetings held by the Company. For the AGM and EGMs held in 2023, the Directors' and the CEO's attendance can be found on page 70 of this Annual Report. Besides Directors, the CEO, senior management and external auditors are present at AGMs and other General Meetings, if any, to address queries from the shareholders (*Provision 11.3 of 2018 Code*).

The Company recognises the importance of interaction and engagement with shareholders and constantly looks to enhance shareholder participation in AGM. In relation to the 2024 AGM, shareholders should note that the 2024 AGM is being convened, and will be held, in a wholly physical format, at Bras Basah Room, Raffles City Convention Centre (Level 4), 80 Bras Basah Road, Singapore 189560. There will be no option for shareholders to participate virtually.

Please refer to the Notice of 2024 AGM for further details.

Dividend Policy

The Company does not currently have a formal policy on payment of dividends to shareholders. The Group, however, plans to declare dividends on a half-yearly basis to reward shareholders taking into consideration the Group's annual profitability, cashflow requirements for its business expansion and retained earnings, as well as any other factors deemed relevant by the Directors. Since the second quarter of FY 2015, the Company had paid dividend on a half-yearly basis, except for FY 2020 and the first half of FY 2021 for which no dividend was declared/recommended by the Board as the Company conserved its cash resources in view of the unprecedented economic condition and uncertainty amidst the COVID-19 pandemic (*Provision 11.6 of 2018 Code*).

To reward shareholders and in line with the Company's performance for FY 2023, the Board has recommended a final dividend of 1.5 Singapore cents per ordinary share, subject to approval of shareholders at the 2024 AGM (*Provision 11.6 of 2018 Code*). Together with the interim dividend payment of 1.0 Singapore cent per ordinary share during the year, this brings the total dividend payment for FY 2023 to 2.5 Singapore cents per ordinary share.

Engagement with Shareholders – Principle 12

The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company

The Company values dialogue with its shareholders and believes in regular, effective and fair communication with its shareholders and is committed to hearing shareholders' views and addressing their concerns where possible.

Details on the channels established by the Company for maintaining an on-going dialogue with its shareholders are set out in this section entitled "Shareholder Rights and Engagement" on pages 90 to 92 of this Annual Report, and in the sections entitled "Investor Relations" on pages 42 to 43 of this Annual Report and entitled "Stakeholder Engagement" on page 49 of this Annual Report.

The Board reviews from time to time the implementation and effectiveness of the shareholder's communication policy of the Company.

The Board provides shareholders with a balanced and understandable explanation and analysis of the Company's financial performance, position and prospects on a quarterly basis in the Company's announcements of business updates for first and third quarters in respect of a financial year, and in the Company's announcements of half-year and full-year financial results.

CORPORATE GOVERNANCE

The Company does not practice selective disclosure. In line with the continuous disclosure obligations of the Company, the Board ensures that shareholders are equally informed of all major developments within the Group on a timely basis. Financial results and other material information are communicated to shareholders on a timely basis through (*Provision 12.1 of 2018 Code*):

- Annual Report and Notice of the AGM prepared and issued to all shareholders within the mandatory period;
- Financial statements/results released through SGXNet in accordance with the requirements of the SGX-ST's Listing Rules;
- Notices of and explanatory memoranda for AGMs and EGMs advertised in the newspapers and also published via SGXNet;
- Announcements relating to major developments of the Group made via SGXNet in accordance with the requirements of the SGX-ST's Listing Rules; and
- Group's website at www.centurioncorp.com.sg at which shareholders can access information regarding the Group. The website provides all corporate announcements, press releases, annual reports, circulars, presentation slides and profiles of the Group. An email link has been established on the website to receive feedbacks, request for information and facilitate communications with shareholders.

In respect of proposing a person for election as a director of the Company at General Meetings, please refer to the procedures available on the Company's website through this link:

https://centurion.listedcompany.com/newsroom/Centurion_Corporation_Limited-Nomination_Procedures_for_Directors_English.pdf

Briefings for analysts, media and investors are held after the release of the Group's half-year and full-year financial results via SGXNet and on the website of the Company. Presentations are also made, as appropriate, to explain the Group's strategy, performance and major developments. All analysts' and media briefing materials are made available via SGXNet as well as on the Company's website for the information of shareholders (*Provision 12.1 of 2018 Code*).

The Company has engaged an external investor relations ("IR") firm which communicates with its shareholders and analysts on a regular basis and attends to their queries or concerns. The IR firm also manages the dissemination of corporate information to the media, public, institutional investors and public shareholders, and acts as a liaison point for such entities and parties. In addition, the Company participates in one-on-one meetings, conference calls, investor conferences and road shows. In these meetings, matters pertaining to business strategy, operational and financial performance and business prospects were shared by the senior management team (*Provision 12.2 of 2018 Code*).

Shareholders may at any time send their enquiries and/or feedback about the Company to the Board in writing through our Investor Relations Contact, details are as follows (*Provision 12.3 of 2018 Code*):

DAVID PHEY

Head of Corporate Communications

Tel: +65 6745 3288

Email: david.phey@centurioncorp.com.sg

MANAGING STAKEHOLDERS RELATIONSHIPS

Engagement with Stakeholders – Principle 13

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served

The Board recognises the interests of the Company's internal and external stakeholders are essential as part of value creation for the Group. The Company adopts a proactive approach in engaging its stakeholders. The Company discloses in its Sustainability Report, *inter alia*, its strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period. Please refer to the section entitled "Stakeholder Engagement" on page 49 of this Annual Report for more information on how the Company engages and manages relationships with stakeholders (*Provisions 13.1 and 13.2 of 2018 Code*).

The Company maintains a corporate website at www.centurioncorp.com.sg to communicate and engage with its stakeholders (*Provision 13.3 of 2018 Code*).

INTERESTED PERSON TRANSACTIONS

The Company has adopted an internal policy in respect of any transactions with interested person and has set out the procedures for review and approval of the Company's interested person transactions. All interested person transactions are subject to review by the AC to ensure compliance with Chapter 9 of the SGX-ST's Listing Manual.

The Company's disclosure in accordance with Rule 907 of the SGX-ST's Listing Manual in respect of interested person transactions for FY 2023 is as follows:

Name of Interested Person	Nature of Relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000)
Various associates of Directors and Controlling Shareholders Please see Note (i) for further details	Associates of Directors and Controlling Shareholders of the Company	S\$5,351,092

Note:

(i) During the financial year under review, the following transactions have been entered with associates of our Directors and controlling shareholders, Mr. Loh Kim Kang David and Mr. Han Seng Juan:

- 03.01.2023: Cost Sharing Reimbursement Agreements with Centurion Properties Pte. Ltd.* S\$108,032
- 28.11.2022: Interest paid to Mr. Loh Kim Kang David in respect of an aggregate principal amount of S\$500,000 of fixed rate notes due 2026 issued by the Company (Series 006) on 28 November 2022 held by Mr. Loh Kim Kang David, at the interest rate of 6.5% per annum S\$32,500
- 23.03.2023: CSL Student Living Benikea KP Ltd – Shareholder loan with interest rate of 5% per annum from Centurion Overseas Investments Pte. Ltd. to CSL Student Living Benikea KP Ltd (total waiver interest of S\$72,876) S\$1,728,488
- 01.01.2023 CSL Student Living Benikea KP Ltd – Management fee charged by Dwell Student Living Korea Ltd to CSL Student Living Benikea KP Ltd S\$53,822
- 18.10.2023: Centurion Properties Pte. Ltd. – A refundable deposit of A\$3.9 million paid by Centurion Overseas Investments (II) Pte. Ltd. for a possible participation in a new student accommodation development project S\$3,428,250

* Centurion Properties Pte. Ltd. is a controlling shareholder of the Company

The Company does not have a shareholders' mandate for interested person transactions.

CORPORATE GOVERNANCE

DEALINGS IN THE COMPANY'S SECURITIES

The Company has adopted an internal code governing dealings in securities by Directors, officers and employees who are likely to be in possession of unpublished price sensitive information of the Company and its subsidiaries. During 2023, following the Company's Delisting from HKEX, the Company has updated the code mainly to remove sections relating to Hong Kong requirements and to align with the requirements of the SGX-ST's Listing Manual. This revised code has been disseminated to all the Directors, officers and employees of the Group as defined in the code.

During the financial year under review, Directors, officers and employees have been informed not to deal in the Company's securities at all times whilst in possession of unpublished price sensitive information and during the following periods commencing:

Publication of Financial Statements/Results

- (a) one (1) month immediately preceding the publication date of the Company's half-year and full-year financial statements/results up to the publication date of the relevant half-year and full-year financial statements/results.

Publication of Interim Business and/or Operational Updates for First and Third Quarters

- (a) two (2) weeks immediately preceding the publication date of the Company's interim business and/or operational updates for first quarter and third quarter up to the publication date of the relevant interim business and/or operational updates.

Directors, officers and employees have also been directed to refrain from dealing in the Company's securities on short-term considerations.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Company's internal code throughout FY 2023. Besides, no incident of non-compliance of the Company's internal code by the employees has been noted by the Company.

MATERIAL CONTRACTS

No material contracts were entered between the Company or any of its subsidiaries involving the interest of the CEO, any Director or controlling shareholder during or at the end of FY 2023.