

CENTURION CORPORATION LIMITED
(Incorporated in the Republic of Singapore with limited liability)
(Co. Reg. No.: 198401088W)

MINUTES OF EXTRAORDINARY GENERAL MEETING

PLACE	: (a) In Singapore, at Bras Basah Room, Raffles City Convention Centre (Level 4), 80 Bras Basah Road, Singapore 189560 (for Singapore shareholders); and (b) in Hong Kong, via video-conferencing at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong (for Hong Kong shareholders).
DATE	: 27 April 2023 (Thursday)
TIME	: 10:00 am
PRESENT	: As per Attendance List maintained by the Company.
IN ATTENDANCE/ BY INVITATION	: As per Attendance List maintained by the Company.
CHAIRMAN OF THE MEETING	: Mr Loh Kim Kang David (Joint Chairman of the Board) presided as Chairman of the Meeting

Unless herein defined, all capitalised terms defined in these minutes of Extraordinary General Meeting (“EGM” or “Meeting”) shall have the same meaning ascribed to them as those defined or construed in the circular dated 24 March 2023 issued by the Company to shareholders (“Circular”).

1. QUORUM

The Chairman of the Meeting (“Chairman”) introduced himself and welcomed shareholders both in Singapore and Hong Kong to the EGM and informed that video conferencing facilities had been made available for shareholders in Hong Kong to participate in the Meeting.

There being a quorum, the Chairman declared the EGM open at 10:00 am.

2. INTRODUCTION

The Chairman introduced the Directors (namely, Mr Han Seng Juan, Mr Wong Kok Hoe, Mr Teo Peng Kwang, Mr Gn Hiang Meng, Mr Chandra Mohan s/o Rethnam, Mr Owi Kek Hean, Ms Tan Poh Hong and Mr Lee Wei Loon) as well as the Chief Executive Officer, Chief Financial Officer, Company Secretary and the representative from the Company’s auditors, PricewaterhouseCoopers LLP, Mr Yeow Chee Keong, present in Singapore; and the Hong Kong Company Secretary who attended the Meeting via video conferencing in Hong Kong.

3. NOTICE

The Notice of EGM dated 24 March 2023 convening the Meeting, which had been issued and published on the websites of the Singapore Exchange Securities Trading Limited, via SGXNet, and The Stock Exchange of Hong Kong Limited and on the Company's corporate website, and advertised in The Business Times, was agreed to be taken as read.

Shareholders were informed that the EGM was convened to seek shareholders' approval via Special Resolution to approve the proposed adoption of the New Constitution.

4. VOTING BY WAY OF A POLL

The Chairman informed shareholders that:

- (i) The motion tabled at the Meeting would be put to vote by way of a poll in accordance with Regulation 59(A) of the Company's Constitution.
- (ii) Pursuant to Regulation 63(C) of the Company's Constitution, on a poll, every shareholder present in person or by proxy shall have one vote for every share of which he holds or represents.
- (iii) Voting by poll at the Meeting would be conducted in real time via electronic means.
- (iv) JCPartners PAC had been appointed as Scrutineer for the poll. B.A.C.S. Private Limited and Tricor Investor Services Limited had been appointed Polling Agent in Singapore and Polling Agent in Hong Kong respectively.

The validity of the Proxy Forms submitted by shareholders by the submission deadline of 10:00 am on 24 April 2023 had been verified by both the Polling Agents in Singapore and Hong Kong, and the Scrutineer. The Scrutineer would also verify the votes cast by shareholders and proxyholders at the Meeting.

- (v) Poll results of the special resolution would only be announced after the motion had been voted on by way of a poll.
- (vi) In his capacity as Chairman of the Meeting, he had been appointed as a proxy by some shareholders and he would be voting in accordance with their instructions.

The Chairman further informed the Meeting that voting was opened for shareholders and duly appointed proxyholders to cast their votes during the course of the Meeting using the mobile device they used to register. Shareholders and duly appointed proxyholders would be able to change their votes at any time prior to the close of voting declared by the Chairman. A short video was played to guide shareholders and duly appointed proxyholders on how to cast their votes using mobile device, and there were no questions raised by them.

5. QUESTIONS IN RELATION TO THE SPECIAL RESOLUTION PROPOSED AT THE EGM

The Chairman informed the Meeting that the Company did not receive any questions from shareholders on the Proposed Adoption of the New Constitution by the cut-off time of 10:00 am on 24 April 2023 and advised that shareholders would be able to ask questions during the Meeting.

The Chairman proceeded with the matter on the agenda of the Meeting.

6. RESOLUTION PROPOSED AND SECONDED

**PROPOSED ADOPTION OF THE NEW CONSTITUTION
– AS SPECIAL RESOLUTION**

The item on the agenda was to consider a Special Resolution to adopt the New Constitution of the Company, which consists of amendments to the existing Constitution of the Company to bring it in line with the relevant requirements of the Hong Kong Listing Rules, to incorporate provisions to allow and facilitate hybrid and electronic meetings and to make various housekeeping improvements to the existing Constitution of the Company.

It was noted that information on the proposed adoption of the New Constitution including the basis and reasons for the proposed amendments and details of the proposed amendments were set out in paragraph 2 and Appendix 2 of the Circular, respectively. The full text of the New Constitution was also contained in Appendix 1 to the Circular.

The Chairman proposed –

“That the motion as set out under the Special Resolution in the Notice of EGM dated 24 March 2023 be and is hereby passed as a Special Resolution.”

The motion was seconded by Ms Lee Yee Peng.

The Meeting noted that for the Special Resolution to pass, at least 75% of the total number of votes cast in favour of the resolution would be required.

The Chairman then invited questions from shareholders.

There being no questions from shareholders, the Meeting proceeded to conduct a poll on the Special Resolution.

7. VOTING

Shareholders and proxyholders had been given the time to cast their votes. Thereafter, the Chairman declared the voting session for the Special Resolution closed. The Meeting was adjourned at 10:13 am for the poll on the Special Resolution to be counted and verified by the Scrutineer.

8. RESULTS OF POLL

The Meeting resumed at 10:17 am for announcement of the poll results.

The results of votes validly cast by poll, which were verified by the Scrutineer, were as follows:

Special Resolution: Proposed Adoption of the New Constitution

“**THAT** the Existing Constitution be amended in the manner as set out in Appendix 2 to the circular of the Company dated 24 March 2023 (the “**Circular**”); and **THAT** the New Constitution of the Company as set out in Appendix 1 to the Circular, which incorporates all of the proposed amendments set out in the Circular, be and is hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution with immediate effect after the close of the Meeting; and **THAT** the Directors of the Company and each of them be and are hereby authorised to complete and do (or cause to be done) all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Special Resolution.”

	Number of votes cast	As a percentage of total number of votes for and against the resolution
FOR	577,349,100	99.99%
AGAINST	78,400	0.01%
TOTAL	577,427,500	100.00%

Based on the poll results, the Chairman declared the Special Resolution carried.

9. CONCLUSION

There being no other business to transact, the Chairman declared the EGM of the Company closed at 10:18 am and thanked everyone for their attendance.

Confirmed as True Record of Proceedings of EGM held on 27 April 2023

[Signed]

Loh Kim Kang David
Chairman of the Meeting