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This Circular is issued by Centurion Corporation Limited (the “Company”). If you are in any doubt as to the contents herein or as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser immediately.

If you have sold or transferred all of your shares in the Company, you should immediately forward this Circular and the enclosed form of proxy (“Proxy Form”) to the purchaser or transferee or to the bank, the stockbroker or other agent through whom the sale was effected for onward transmission to the purchaser or transferee.

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CENTURION CORPORATION LIMITED

勝捷企業有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Co. Reg. No.: 198401088W)

(SGX Stock Code: OU8)

(SEHK Stock Code: 6090)

PROPOSED VOLUNTARY WITHDRAWAL OF LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED AND NOTICE OF EXTRAORDINARY GENERAL MEETING

IMPORTANT DATES AND TIMES:

Last date and time for deposit of Proxy Form	:	Saturday, 22 July 2023 at 2:00 p.m.
Date and time of Extraordinary General Meeting	:	Tuesday, 25 July 2023 at 2:00 p.m.
Place of Extraordinary General Meeting	:	(a) In Singapore, will be held at Excellence Room, 45 Ubi Road 1, #05-01, Singapore 408696 (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)

A notice convening the EGM to be held (a) in Singapore at Excellence Room, 45 Ubi Road 1, #05-01, Singapore 408696 (for Singapore Shareholders); and (b) in Hong Kong, via video-conferencing at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong (for Hong Kong Shareholders) on Tuesday, 25 July 2023 at 2:00 pm is set out on pages EGM-1 to EGM-4 of this Circular. The Proxy Form for use at the EGM is also enclosed herein. A letter from the Board is set out from pages 8 to 28 of this Circular.

If you are not able to attend the EGM and wish to appoint a proxy/proxies to attend, speak and vote at the meeting on your behalf, please complete and sign the accompanying Proxy Form in accordance with the instructions printed thereon and return it to the Company in the following manner: (i) if sent personally or by post, be lodged at the registered office of the Company at 45 Ubi Road 1, #05-01, Singapore 408696 (for Singapore Shareholders) or at the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Hong Kong Shareholders); or (ii) if submitted electronically, be submitted either by emailing a scanned PDF copy to egm@centurioncorp.com.sg, or by uploading a scanned PDF copy to <https://www.centurioncorp.com.sg/EGM-2/submit-proxy-form>, as soon as possible and in any event not less than 72 hours before the time appointed for the holding of the EGM. Completion and return of the Proxy Form will not preclude you from attending, speaking and voting at the EGM if you so wish and, in such event, the Proxy Form shall be deemed to be revoked.

This Circular together with the Proxy Form are also published on the website of the SGX-ST at www.sgx.com, the website of the HKEX at www.hkexnews.hk and the website of the Company at www.centurioncorp.com.sg.

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INDICATIVE TIMETABLE

Hong Kong time

Latest time for Shareholders lodging all transfer forms for
attending the EGM 4:30 p.m on Friday, 21 July 2023

Hong Kong Record Date for EGM (*Note 1*) Friday, 21 July 2023

Latest time for Shareholders lodging forms of proxy
for the EGM 2:00 p.m on Saturday, 22 July 2023

EGM. 2:00 p.m. on Tuesday, 25 July 2023

Announcement of results of the EGM and notice of the
withdrawal of listing Tuesday, 25 July 2023

Announcement of:

- (1) satisfaction of conditions;
- (2) last day of dealings; and
- (3) date of withdrawal of listing on the Stock Exchange Thursday, 26 October 2023

Last day of dealings in Shares on the Stock Exchange
(the “**Last Dealing Date**”) Friday, 27 October 2023

First day for removal of Shares from the Hong Kong Branch
Share Register to the Singapore Principal Share Register
and deposit with CDP without cost to the Shareholders Monday, 30 October 2023

Announcement of withdrawal of listing on the Stock Exchange Tuesday, 31 October 2023

Withdrawal of listing on the Stock Exchange 4:00 p.m. on Wednesday, 1 November 2023

Last day for removal of Shares from the Hong Kong Branch
Share Register to the Singapore Principal Share Register and
deposit with CDP without cost to the Shareholders (*Note 2*) Friday, 29 December 2023

INDICATIVE TIMETABLE

- (1) Closure of Hong Kong Branch Share Register; and
- (2) The date on which all names on the Hong Kong Branch Share Register would be automatically transferred to the Singapore Principal Share Register Tuesday, 2 January 2024

Despatch of new share certificates to Shareholders whose names are automatically transferred from Hong Kong Branch Share Register to Singapore Principal Share Register by registered mail (*Note 3*) Thursday, 11 January 2024

Notes:

1. Only registered holders of Shares as at the close of business on the Hong Kong Record Date will be entitled to vote at the EGM on the basis of one vote for each Share held. Those Shareholders who become registered holders of Shares after the Hong Kong Record Date and up to the date of EGM will not be entitled to vote at the EGM.
2. The Company will, for a period of 60 days following the Last Dealing Date (from 30 October 2023 to 29 December 2023, both dates inclusive), bear the costs of the Shareholders for their deposit of the Shares with CDP as long as the Shareholders submit the complete documents as set out in paragraph 2.1 of Appendix 1 to this Circular. After that period, all costs attributable to the transfer of the Shares to effect the deposit of the Shares with, or withdrawal of the Shares from, CDP shall be borne by the Shareholder requesting the transfer.
3. Such new share certificates will be the only valid certificates of title to which they relate in substitution of all previous share certificates issued in Hong Kong by the Hong Kong Branch Share Registrar.

DEFINITIONS

Unless the context requires otherwise, the following capitalised terms shall have the meanings set opposite them below:

“Act”	Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
“associate(s)” or “close associate(s)”	has the meaning ascribed to them under the Listing Rules
“Board” or “Board of Directors”	the board of directors of the Company for the time being
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant, which includes a brokerage firm and a market participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CDP”	The Central Depository (Pte) Limited, a wholly-owned subsidiary of SGX that provides integrated clearing, settlement and depository services for a wide range of products in the Singapore securities market
“Centurion Global”	Centurion Global Ltd, a company incorporated in the British Virgin Islands on 16 April 2008, which is owned as to 50% by Mr. Loh and 50% by Mr. Han, and is a Controlling Shareholder of the Company

DEFINITIONS

“Centurion Properties”	Centurion Properties Pte. Ltd., a company incorporated in Singapore on 10 March 2004 and is wholly-owned by Centurion Global, which is a Controlling Shareholder
“Circular”	this circular to Shareholders dated 7 July 2023 in respect of the Proposed De-Listing
“Company”	Centurion Corporation Limited, a company incorporated in the Republic of Singapore with limited liability, the Shares of which are listed on the main board of the SGX-ST and the Main Board of HKEX
“Constitution”	the Company’s constitution (as amended, supplemented and/or restated and in effect from time to time)
“Controlling Shareholder(s)”	<p>A person who:</p> <ul style="list-style-type: none">(a) holds, directly or indirectly, fifteen percent (15%) or more of the total voting rights in the Company (unless the SGX-ST determines that such a person is not a Controlling Shareholder of the Company); or(b) in fact exercises control over the Company. <p>Under the Listing Rules, the term “controlling shareholder” refers to any person who is or group of persons (including any holder of depository receipts) who are together entitled to exercise or control the exercise of thirty percent (30%) (or such other amount as may from time to time be specified in The Code on Takeovers and Mergers of Hong Kong as being the level for triggering a mandatory general offer) or more of the voting power at general meetings of the Company or who is or are in a position to control the composition of a majority of the Board</p>
“CPF”	The Central Provident Fund
“CPF Approved Nominees”	Agent banks included under the CPFIS

DEFINITIONS

“CPFIS”	Central Provident Fund Investment Scheme
“Director(s)”	the Directors of the Company as at the Latest Practicable Date
“EGM”	an extraordinary general meeting of the Company to be convened for the purpose of considering and approving, amongst other matters, the Proposed De-Listing, as set out in the Notice of EGM in this Circular
“Group”	the Company, its subsidiaries and associated companies
“GST”	the goods and services tax of Singapore
“HK Removal Request Form”	the Combined Share Removal and Transfer and Delivery Instruction Form enclosed in this Circular (and is also available from the Hong Kong Branch Share Registrar)
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKEX” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Branch Share Register”	the branch share register of members of the Company in Hong Kong maintained by the Hong Kong Branch Share Registrar
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, being the Hong Kong branch share registrar of the Company
“Hong Kong Record Date”	Friday, 21 July 2023, being the record date for the purpose of determining Shareholders entitled to attend and vote at the EGM

DEFINITIONS

“Hong Kong Share Transfer Form”	the standard transfer form adopted by the Company in Hong Kong from time to time, a copy of which is available from the Hong Kong Branch Share Registrar
“KYC”	“Know Your Client”, a process to obtain information about the identity and address of the clients
“Last Dealing Date”	the last day of dealings in the Shares on the Stock Exchange
“Latest Practicable Date”	3 July 2023, being the latest practicable date prior to the printing of this Circular for ascertaining certain information contained herein
“Listing Committee”	the listing committee of HKEX
“Listing Manual”	the listing manual of the SGX-ST, as amended, modified or supplemented from time to time
“Listing Rules”	the Rules Governing the Listing of Securities on the HKEX (as amended from time to time)
“Mr. Han”	Mr. Han Seng Juan, a Controlling Shareholder of the Company and a non-executive Director
“Mr. Loh”	Mr. Loh Kim Kang David, a Controlling Shareholder of the Company and an executive Director
“Notice of EGM”	the notice of EGM as set out on pages EGM-1 to EGM-4 of this Circular
“Proposed De-Listing”	the proposed voluntary withdrawal of the listing of the Shares on the Main Board of HKEX
“Proxy Form”	the proxy form in respect of the EGM as set out in this Circular

DEFINITIONS

“relevant intermediary”	means: (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; (b) a person holding a capital markets services licence to provide custodial services under the SFA and who holds shares in that capacity; or (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation
“Securities Accounts”	the securities accounts maintained by Depositors with CDP, but not including the securities sub-accounts maintained with a Depository Agent
“Sesdaq”	Stock Exchange of Singapore Dealing and Automated Quotation System, the predecessor of the catalist board of the SGX-ST
“SFA”	the Securities and Futures Act 2001 of Singapore as amended, modified or supplemented from time to time
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Share(s)”	ordinary shares in the capital of the Company

DEFINITIONS

“Share Offer”	the share offer comprising public offer to the public in Hong Kong and placing with professional institutional and other investors in Hong Kong in December 2017
“Shareholders” or “Members”	the registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
“Singapore Principal Share Register”	the principal share register of members of the Company in Singapore maintained by the Singapore Principal Share Registrar
“Singapore Principal Share Registrar”	B.A.C.S. Private Limited, of 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, being the Singapore share registrar of the Company
“Singapore Share Transfer Form”	the standard transfer form adopted by the Company in Singapore from time to time, a copy of which is available from the Singapore Principal Share Registrar
“Substantial Shareholder”	a person who has an interest in not less than five percent (5%) of all issued voting shares
“S\$” and “cents”	Singapore dollars and cents respectively
“%” or “per cent”	percentage and per centum

The terms “**Depository**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The term “**Treasury Share**” shall have the meaning ascribed to it in Section 4 of the Act.

The term “**Subsidiary**” shall have the meaning ascribed to it in Section 5 of the Act and the Listing Rules, as the case may be. The terms “**Associate**” and “**Associated Company**” shall have the meanings ascribed to them, respectively, in the section entitled “Definitions and Interpretation” in the Listing Manual or the Listing Rules, as the case may be.

DEFINITIONS

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act, the Listing Manual, the Listing Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Act, the Listing Manual, the Listing Rules or any such statutory modification thereof, as the case may be, unless otherwise provided.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include corporations.

Any reference to a time of a day or date in this Circular shall be a reference to Singapore time or date unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

This Circular is translated into Chinese. In case of any inconsistency between Chinese and English versions, the latter shall prevail.

LETTER FROM THE BOARD



CENTURION CORPORATION LIMITED

勝捷企業有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Co. Reg. No.: 198401088W)

(SGX Stock Code: OU8)

(SEHK Stock Code: 6090)

Directors:

Non-executive Director:

Han Seng Juan (*Joint Chairman*)

Executive Directors:

Loh Kim Kang David (*Joint Chairman*)

Wong Kok Hoe (*Deputy Chairman*)

Teo Peng Kwang

Independent Non-executive Directors:

Gn Hiang Meng (*Lead Independent Director*)

Chandra Mohan s/o Rethnam

Owi Kek Hean

Tan Poh Hong

Lee Wei Loon

Registered Office:

45 Ubi Road 1, #05-01

Singapore 408696

**Headquarters and Principal Place
of Business in Singapore:**

45 Ubi Road 1, #05-01

Singapore 408696

**Principal Place of Business in
Hong Kong:**

Room 5705

57th Floor, The Center

99 Queen's Road Central

Hong Kong

7 July 2023

To: The Shareholders

Dear Sir/Madam,

**PROPOSED VOLUNTARY WITHDRAWAL OF LISTING ON
THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

1.1 EGM

The Directors propose to table an ordinary resolution at the EGM to be held on Tuesday, 25 July 2023 at 2:00 p.m. (a) in Singapore at Excellence Room, 45 Ubi Road 1, #05-01, Singapore 408696 (for Singapore Shareholders); and (b) in Hong Kong, via

LETTER FROM THE BOARD

video-conferencing at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong (for Hong Kong Shareholders) to seek Shareholders' approval in relation to the Proposed De-Listing.

The Proposed De-Listing is set out as an ordinary resolution in the Notice of EGM accompanying this Circular.

1.2 Circular to Shareholders

The purpose of this Circular is to provide Shareholders with information relating to, and to seek Shareholders' approval for, the abovementioned ordinary resolution. Shareholders' approval will be sought at the EGM to be held on Tuesday, 25 July 2023 at 2:00 p.m., notice of which is set out on pages EGM-1 to EGM-4 of this Circular.

The SGX-ST, Hong Kong Exchanges and Clearing Limited, HKEX and HKSCC take no responsibility for the accuracy or correctness of any statements or opinions made, or reports contained in this Circular.

The Company has appointed FC Legal Asia LLC as the legal adviser to the Company as to Singapore law in relation to the matters set out in this Circular.

The Company has appointed Howse Williams as the legal adviser to the Company as to Hong Kong law in relation to the matters set out in this Circular.

IMPORTANT: In cases where there are discrepancies between the applicable laws, rules and/or regulations of Hong Kong and Singapore, the more stringent set of laws, rules and/or regulations shall prevail.

2. THE PROPOSED DE-LISTING

2.1 Introduction

The Shares were first listed on Sesdaq on 26 January 1995 and subsequently transferred to the main board of SGX-ST in October 1998 under the Company's former name, SM Summit Holdings Limited. The Company was then engaged in the business of integrated manufacturer of replication of CDs and DVDs for annual reports, software, music or video content.

LETTER FROM THE BOARD

In August 2011, the Company completed a reverse takeover and commenced workers accommodation business and renamed to its current name, “Centurion Corporation Limited”. It resumed trading on the main board of SGX-ST under the name of Centurion Corporation Limited in October 2011.

On 12 December 2017, the Company completed a dual primary listing in Hong Kong and listed its shares on the Main Board of the Stock Exchange by way of the Share Offer. As at the Latest Practicable Date, the Group is engaged in the business of owning, developing and managing quality purpose-built workers accommodation assets in Singapore and Malaysia, and purpose-built student accommodation assets in Australia, the United Kingdom and the United States. The Group also manufactures and sells optical disc and related storage products.

On 5 June 2023, the Company submitted an application to the Stock Exchange for the voluntary withdrawal of the listing of the Shares on the Main Board of the Stock Exchange subject to the conditions set out in the paragraphs headed “Conditions of the Proposed De-Listing” below.

As at the Latest Practicable Date, the Company only had one class of listed securities on both SGX-ST and HKEX, being the Shares. The Company intends to retain the existing primary listing of its Shares on the main board of SGX-ST following the Proposed De-Listing.

SGX-ST is a regulated, regularly operating, open stock exchange recognised by HKEX for the purpose of Rule 6.11 of the Listing Rules. SGX-ST is an open market and readily accessible by Hong Kong investors. It is open Monday through Friday from 9:00 a.m. to 12:00 noon and 1:00 p.m. to 5:00 p.m. SGX-ST is one of the recognised stock exchanges as listed in the “List of Recognised Stock Exchange” on the website of HKEX. In addition, according to the Country Guide available on HKEX’s website, the statutory securities regulator in Singapore, namely the Monetary Authority of Singapore, is a full signatory to the International Organisation of Securities Commission’s Multilateral Memorandum of Understanding Concerning Consultation and Cooperation and the Exchange of Information and Singapore meets HKEX’s international regulatory co-operation requirements because it already has adequate measures in place with Hong Kong Securities and Futures Commission.

Singapore does not have in place any foreign exchange controls. Singapore adopts the One-Tier Corporate Taxation System whereby the tax collected from corporate profits is a final tax and the after-tax profits of the company resident in Singapore can be distributed to the shareholders as tax-exempt (one-tier) dividends in the hands of the Shareholders, regardless of whether the Shareholder is a company or an individual and whether or not the Shareholder is a Singapore tax resident. Singapore also does not currently impose

LETTER FROM THE BOARD

withholding tax on dividends paid to resident or non-resident Shareholders. Singapore does not impose tax on capital gains in respect of gains or profits derived from the disposal of Shares acquired for long-term investment purposes.

Singapore laws and regulations provide similar or stricter core shareholder protection standards as the Listing Rules. In particular, the Singapore laws and regulations provide the shareholders the power to remove a director by ordinary resolution, the right to speak and vote at a general meeting, and the right to inspect register of members. Additionally, reasonable written notice of general meetings is required to be given to shareholders and at least three-fourths of the total voting rights of the members present and voting in person or by proxy at the general meeting are required to approve changes in constitutional documents and voluntary winding-up of the company. Separately, an auditor may be removed from office by resolution at a general meeting where special notice is given — in which case at least three-fourth of the total voting rights of the members present and voting in person or by proxy at the general meeting is required to appoint another auditor. The remuneration of the auditor must be fixed either by shareholders in a general meeting, or if so authorised by the shareholders at the last preceding annual general meeting, by the directors. Notices of general meetings and circulars to Shareholders will continue to be made available at the website of the SGX-ST at www.sgx.com on SGXNET and the website of the Company at www.centurioncorp.com.sg.

After the Proposed De-Listing, Shareholders will have the option of either (i) holding the Shares (which will not be listed or traded on HKEX after the Last Dealing Date); or (ii) subject to depositing their Shares with CDP and complying with the requisite procedures and applicable laws, holding their Shares which are listed and can be traded on SGX-ST.

Actions to be taken by the Shareholders to proceed with either of the options set out above are provided in the section below headed “Actions to be taken by Shareholders”.

As at 31 May 2023, based on reports from CDP and the Hong Kong Branch Share Registrar, the Company had issued a total of 840,778,624 Shares, comprising:

- (i) 771,305,949 Shares (approximately 91.74% of the Shares in issue) deposited at CDP for trading on SGX-ST;
- (ii) a total of 512,161,576 Shares (approximately 60.92% of the Shares in issue) were held by the Company’s Controlling Shareholders, namely, Mr. Loh and Mr. Han via Centurion Properties or in their personal capacity or their spouses;

LETTER FROM THE BOARD

- (iii) 74,143,735 Shares (approximately 8.82% of the Shares in issue) held by other Directors (or their spouse) and the Chief Executive Officer of the Company; and
- (iv) 69,472,675 Shares (approximately 8.26% of the Shares in issue) trading on HKEX.

2.2 Reasons for the Proposed De-Listing

The principal reasons for the Proposed De-Listing are:

- (i) since the Share Offer, the volume of trading in the Shares on the Stock Exchange remains very limited. From the Share Offer to 31 May 2023, trading of the Shares on SGX-ST represented approximately 91.74% of the total trading volume of Shares on both HKEX and SGX-ST;
- (ii) since the Share Offer, the total number of Shares traded on HKEX has been reduced from over 11.2% at the time of the Share Offer to around 8.26% as at 31 May 2023. There has been little demand from investors in Hong Kong to drive liquidity in the Shares in HKEX as evidenced by the limited number of Shareholders in Hong Kong. This reflects institutional investors' preference to hold and trade the Shares on its home exchange, the SGX-ST. As such, the Company has not had the appropriate opportunity to take advantage of HKEX platform for any secondary equity fund raising activities in Hong Kong; and
- (iii) maintaining the listing of the Shares on HKEX requires additional and duplicative ongoing regulatory compliance obligations and such requirements involve additional costs and administrative burden.

For the reasons stated above, the Directors believe that the Proposed De-Listing is in the best interests of Shareholders and the Company as a whole.

2.3 Conditions of the Proposed De-Listing

Pursuant to Rules 2A.08 and 6.11 of the Listing Rules, the Proposed De-Listing is conditional upon:

- (i) the approval of the Shareholders by way of an ordinary resolution at an EGM;
- (ii) the approval of the Listing Committee; and

LETTER FROM THE BOARD

(iii) the Company having given its Shareholders at least three months' notice of the Proposed De-Listing commencing on the date of Shareholders' approval of the Proposed De-Listing.

None of the above conditions can be waived.

For condition (i), the EGM will be convened on Tuesday, 25 July 2023 to seek the approval of the Shareholders. The Notice of the EGM is set out on pages EGM-1 to EGM-4 of this Circular. As the Company only has one class of listed securities on both SGX-ST and HKEX, being the Shares, the Proposed De-Listing is not subject to the prior approval of holders of other class of securities other than the Shareholders. As regards condition (ii), the Company has applied for the relevant approval on 5 June 2023 as noted in the section 2.1 above headed "Introduction". For condition (iii), subject to the approval of the Proposed De-Listing by the Shareholders at the EGM, three months' notice of the Proposed De-Listing is expected to be given to the Shareholders on the date set out in the indicative timetable on page ii of this Circular.

Pursuant to the Listing Rules, approval of the Proposed De-Listing by way of an ordinary resolution at the EGM shall be decided on a poll. No Shareholder is required to abstain from voting with respect to this resolution at the EGM.

Shareholders should note that the Proposed De-Listing is subject to, inter alia, the conditions set out above being fulfilled, including approval by the Listing Committee and by Shareholders. None of these conditions can be waived. Accordingly, the Proposed De-Listing may or may not become effective. Shareholders should exercise caution when dealing in the Shares.

In the event that the approval of the Shareholders by way of ordinary resolution is not obtained at the EGM, the Proposed De-Listing will not be implemented and the dealings in Shares will remain on the Stock Exchange.

2.4 Effects of the Proposed De-Listing

On the Company

The Directors do not expect that the implementation of the Proposed De-Listing will cause any diminution in the net asset value or earnings per Share of the Company or adversely affect the business of the Group, but expect that it will enable the Company to effect cost savings.

LETTER FROM THE BOARD

Given the general similarities between the relevant corporate and securities laws of Hong Kong and Singapore, the Proposed De-Listing from HKEX will not materially affect the disclosure or compliance obligations of the Company, although the relevant disclosures following the Proposed De-Listing will not be made through HKEX's announcement platform.

Following the Company's removal from the Main Board of HKEX upon the Proposed De-Listing becoming effective:

- (a) the Company, which is incorporated in Singapore, will continue to be subject to the relevant corporate and applicable laws of Singapore;
- (b) the Company will no longer be subject to the Listing Rules;
- (c) the Shares will continue to be listed on the SGX-ST and the Company will continue to be subject to the Listing Manual of SGX-ST and the Singapore Code of Corporate Governance; and
- (d) copies of the Company's press releases and other relevant corporate information will continue to be made available at the website of the SGX-ST at www.sgx.com on SGXNET and the website of the Company at www.centurioncorp.com.sg.

On the Shareholders

The Proposed De-Listing will not change the Shareholders' rights and entitlements. The Company currently has only one class of shares and the rights attached to the Shares, including voting rights and entitlement to dividends, are the same whether they are traded on HKEX or the SGX-ST.

If a Shareholder wishes to trade on the SGX-ST, then he/she must first open a trading account with a securities brokerage house and a securities account with CDP or a sub-account with any depository agent, transfer the Shares from the Hong Kong Branch Share Register to the Singapore Principal Share Register and thereafter deposit them with CDP. Please refer to paragraph 4 in Appendix I to this Circular on how to set up a CDP securities account or contact the securities brokerage house in Singapore as set out in paragraph 2.6(d) of this Letter from the Board who may assist you in opening a trading account and a securities account with CDP or a sub-account with them acting as a depository agent. There is no foreign exchange control in Singapore and all foreign investors, including Hong Kong investors, could access the SGX-ST for the trading of listed shares in Singapore. The Directors believe the transfer of the Shares from Hong Kong to Singapore will not restrict Shareholders in Hong Kong to trade the Shares.

LETTER FROM THE BOARD

Shareholders in Hong Kong should consult with their securities brokerage houses in Hong Kong or Singapore for more information about opening a trading account, a securities account with CDP or a sub-account with a depository agent, and arrangements for the trading of their Shares in Singapore.

2.5 Tradability of the Shares

All Shareholders and investors should note that after the Last Dealing Date,

- (a) the Shares will not be listed on, and will cease to be tradeable on, HKEX;
- (b) the Shares will be transferred to the Singapore Principal Share Register, and will not be tradeable on HKEX; and
- (c) the Shares could only be traded on SGX-ST after the Shares are being deposited with CDP.

In order to continuously trade the Shares, you must cause the Shares to be deposited with CDP. To facilitate the deposit of Shares with CDP, the Company will, for a period of 60 days following the Last Dealing Date, bear the costs of the Shareholders for their deposit of the Shares with CDP as long as the Shareholders submit the complete documents as set out in and in accordance with paragraph 2.1 of Appendix I to this Circular. After that period, all costs, fees and expenses attributable to the transfer of the Shares to effect a deposit of the Shares with, or withdrawal of the Shares from, CDP shall be borne by the Shareholder requesting the transfer.

Upon the Proposed De-Listing becoming effective, the Hong Kong Branch Share Register will be closed (currently expected to occur on Tuesday, 2 January 2024, Hong Kong time), and the names of the Shareholders appearing on the Hong Kong Branch Share Register will ultimately be transferred to the Singapore Principal Share Register. New share certificates will be issued and despatched to these Shareholders by registered mail within 7 business days (i.e., on or before 11 January 2024) whereupon such new share certificates will be the only valid certificates of title to which they relate in substitution of all previous share certificates issued in Hong Kong by the Hong Kong Branch Share Registrar.

2.6 Actions to be taken by Shareholders

You should read this section in conjunction with Appendix I to this Circular before you take any action about the Shares in relation to the Proposed De-Listing. All arrangements set out in this Circular relating to Shares held through CCASS have been agreed upon with CCASS.

LETTER FROM THE BOARD

- (a) *If you would like to continue trading your Shares on the SGX-ST after the Last Dealing Date/the Proposed De-Listing becomes effective, before the closure of Hong Kong Branch Share Register (i.e., before 2 January 2024)*

If you are a Shareholder

If Shares held by you are registered in your name and entered into the Hong Kong Branch Share Register and you wish to continue trading your Shares on SGX-ST, you must cause such Shares to be deposited with CDP.

The Shareholder shall:

- (a) ensure that he/she has a trading account with a securities brokerage house and a securities account with CDP or sub-account with a CDP depository agent before he/she can complete and sign off on delivery instruction set out in the HK Removal Request Form. Please refer to paragraph 4 in Appendix I to this Circular on how to set up a CDP securities account or contact the securities brokerage house in Singapore as set out in paragraph 2.6(d) of this Letter from the Board who may assist you in opening a trading account and a securities account with CDP or a sub-account with them acting as a depository agent; and
- (b) complete the HK Removal Request Form (in duplicate) enclosed in this Circular (and is also available from the Hong Kong Branch Share Registrar) and submit (i) the duly completed and signed HK Removal Request Form; and (ii) the relevant share certificate(s) in his/her name to the Hong Kong Branch Share Registrar.

If you hold Shares through CCASS

If Shares held by you (through a brokerage firm or a CCASS Participant) are registered in the name of HKSCC Nominees Limited and you wish to continue trading your Shares on SGX-ST, then before the date of closure of Hong Kong Branch Share Register (i.e., before 2 January 2024), you may contact your brokerage firm or CCASS Participant, as the case may be, and cause such Shares to be withdrawn from CCASS, and then cause such Shares to be deposited with CDP by nominating a securities account with CDP into which your Shares will be deposited.

LETTER FROM THE BOARD

The Shareholder shall:

- (a) ensure that he/she has a trading account with a securities brokerage house and a securities account with CDP or sub-account with a CDP depository agent before he/she can complete and sign off on delivery instruction set out in the HK Removal Request Form. Please refer to paragraph 4 in Appendix I to this Circular on how to set up a CDP securities account or contact the securities brokerage house in Singapore as set out in paragraph 2.6(d) of this Letter from the Board who may assist you in opening a trading account and a securities account with CDP or a sub-account with them acting as a depository agent; and
- (b) contact his/her brokerage firm/CCASS Participant to withdraw his/her Shares from his/her CCASS Participant stock account with CCASS and submit the (i) Hong Kong Share Transfer Form duly stamped (ie. stamp duty HK\$5 per transfer) and executed by HKSCC Nominees Limited and the Shareholder; (ii) the relevant share certificate(s); and (iii) a duly completed and signed HK Removal Request Form (in duplicate) enclosed in this Circular (and is also available from the Hong Kong Branch Share Registrar) to the Hong Kong Branch Share Registrar.

In either cases, upon receipt of the duly stamped Hong Kong Share Transfer Form (if applicable), the HK Removal Request Form and the relevant share certificate(s), the Hong Kong Branch Share Registrar shall take all actions necessary to effect the removal of the Shares from the Hong Kong Branch Share Register to the Singapore Principal Share Register. The Hong Kong Branch Share Registrar shall then notify the Singapore Principal Share Registrar of the removal whereupon the Singapore Principal Share Registrar shall update the Singapore Principal Share Register. Upon completion, the Singapore Principal Share Registrar shall issue the relevant share certificate(s) in the name of the Shareholder (if the Shareholder does not specify a securities account with CDP in the HK Removal Request Form) or CDP (if the Shareholder specifies a securities account with CDP or a sub-account with a CDP depository agent in the HK Removal Request Form), as the case may be, and deliver the new share certificate(s) to the Shareholder or CDP (as the case may be) by registered mail. In accordance with the delivery instruction set out in the HK Removal Request Form duly completed and signed by the Shareholder (if the Shareholder specifies a securities account with CDP in the HK Removal Request Form), the Singapore Principal Share Registrar will arrange with CDP to credit the Shares into the Shareholder's securities account with CDP or sub-account with a CDP depository agent so that the Shareholder is not required to separately submit the documents set out in paragraph 3 of Appendix I to this Circular to CDP.

LETTER FROM THE BOARD

Shareholders should note that the Shares listed on SGX-ST are scripless. It is a two-step process. For those Shareholders who do not specify a securities account with CDP or a sub-account with a CDP depository agent in the HK Removal Request Form (as they do not have a trading account and a securities account with CDP or a sub-account with a CDP depository agent or those who would like to hold the physical share certificates without the need to trade the Shares) will receive the new share certificates issued in the name of the Shareholders. In order to trade on SGX-ST for the trading of Shares to be scripless, the share certificates issued in the name of the Shareholders must be subsequently deposited into CDP by submitting the documents set out in paragraph 3 of Appendix I to this Circular to CDP.

The Shareholder should ensure that the Shares are credited to his securities account with CDP or sub-account with a CDP depository agent before dealing in the Shares. Under normal circumstances, the above steps generally require 15 business days to complete.

In the normal circumstances, the fees charged by:

- (i) the Hong Kong Branch Share Registrar are the total sum of **HK\$322.50** (per share certificate basis) in respect of the removal fees for the removed Shares (HK\$300.00), postage fees (HK\$20.00) and each share certificate rendered for cancellation on the Hong Kong Branch Share Register (HK\$2.50);
- (ii) the Singapore Principal Share Registrar are the total sum of **S\$45.36** (per share certificate basis) (inclusive of prevailing 8% Singapore goods and services tax) for each share certificate to be issued on the Singapore Principal Share Register (S\$2.16), each removal to be effected on Singapore Principal Share Register (S\$32.40) and CDP deposit fee or such other amount required by CDP (S\$10.80);
- (iii) if applicable, CCASS for withdrawal of Shares from CCASS are (a) HK\$3.50 per board lot (as well as per odd lot) before withdrawal of listing; or (b) HK\$1.00 per board lot (as well as per odd lot) after withdrawal of listing, and stamp duty on Hong Kong Share Transfer Form of HK\$5 per transfer; and
- (iv) if applicable, the handling fee charged by the securities brokerage house in Singapore of S\$50 for establishing a sub-account with them as a depository agent.

For the sixty day period following the Last Dealing Date (from 30 October 2023 to 29 December 2023, both dates inclusive), the Company will bear the fees charged by (i) the Hong Kong Branch Share Registrar for removal of Shares from Hong Kong; (ii) the Singapore Principal Share Registrar for the deposit of the Shares

LETTER FROM THE BOARD

into CDP as stated above; and (iii) the handling fee of S\$50 charged by the securities brokerage house in Singapore whose name appears in paragraph 2.6(d) of this Letter from the Board below for establishing a sub-account with them as a depository agent. The Shareholders will bear the fees charged by CCASS and CCASS Participant, and Hong Kong stamp duty (HK\$5 per transfer) on the withdrawal of Shares from CCASS.

There are no costs to be incurred by you in establishing a trading account and a CDP securities account. However, any costs associated with selling your Shares (including but not limited to brokerage fees charged by the securities brokerage house upon selling the Shares whether the Shares are deposited into CDP securities account or sub-account with a depository agent) on SGX-ST will be borne by you. If you engage a Singapore securities brokerage house which is not the one whose name appears in paragraph 2.6(d) of this Letter from the Board below for establishing a trading account and a sub-account with them as a depository agent, all such costs charged by the securities brokerage house will be borne by you.

Given that (1) the Company will bear substantially all costs as stated above associated with the removal and depositing the Shares into CDP during the sixty day period following the Last Dealing Date (from 30 October 2023 to 29 December 2023) (except for the withdrawal of the Shares from CCASS); (2) it is administratively burdensome for the Company to administer the reimbursement process of the fee payable to CCASS for the withdrawal of the Shares from CCASS (which CCASS will charge the CCASS Participants and the CCCASS Participants will in turn charge the ultimate beneficial owners of the Shares) as the Company has no control as to the timing and quantity of the Shares that ultimate beneficial owners of the Shares will (or will not) withdraw from CCASS, and it will cost more for the Company to engage an agent (such as the Hong Kong Branch Share Registrar) to administer the reimbursement process than the actual withdrawal fees (of HK\$3.50 per board lot or HK\$1.00 per board lot before or after withdrawal of listing, as the case maybe) to be paid to CCASS; and (3) the Shareholders would have to incur those costs associated with selling of Shares if the Shares remain tradeable on HKEX anyway, the Board is of the view that the cost arrangement as stated above is fair and reasonable, and at the interest of the Shareholders.

Please refer to Appendix I to this Circular for further details of the arrangements for removal of Shares and deposit into CDP.

LETTER FROM THE BOARD

(b) If you do not take actions before the closure of Hong Kong Branch Share Register (i.e., before 2 January 2024)

If you do not take the above actions before the closure of Hong Kong Branch Share Register (i.e., before 2 January 2024), Shares held by you registered in your name will be placed on the Singapore Principal Share Register upon the closure of Hong Kong Branch Share Register (i.e., on or after 2 January 2024) and will not be tradeable on HKEX and the SGX-ST. Shares held by you registered in the name of HKSCC Nominees Limited would be transferred to the Singapore Principal Share Register and registered in the name of HKSCC Nominees Limited, and will not be tradeable on HKEX and SGX-ST. New share certificates in the name of the Shareholder or HKSCC Nominees Limited together with a copy of the relevant transfer deed (as referred to in paragraph 3.1 of Appendix I to this Circular in case the Shareholders would like to deposit of Shares into CDP) will be sent within 7 business days of closure of Hong Kong Branch Share Register (ie, on or before 11 January 2024) via registered mail.

CCASS Participant shall provide the necessary denomination of new share certificates to CCASS within the deadline specified by CCASS. The denomination list can be submitted to the Hong Kong Branch Share Registrar, Tricor Investor Services Limited, on or before **29 December 2023**, or the Singapore Principal Share Registrar on or after **2 January 2024**.

The Company will bear the costs for the issuance of new share certificates on 2 January 2024 to all Shareholders whose names appear on the Hong Kong Branch Share Register on 2 January 2024 including HKSCC Nominees Limited based on the denomination lists submitted on or before 29 December 2023. Issuance of new share certificates after 2 January 2024 will be subject to charges at the expenses of the Shareholders at a fee of S\$2.16 for the issuance of each new share certificate charged by the Singapore Principal Share Registrar. Save for this fee, no other charges will be charged for processing the denomination list.

(c) If you would like to enable your Shares to be traded on the SGX-ST after the closure of Hong Kong Branch Share Register (ie., on or after 2 January 2024)

If you do not take the above actions before the closure of Hong Kong Branch Share Register (i.e., before 2 January 2024), Shares held by you registered in your name or in the name of HKSCC Nominees Limited, as the case may be, will be placed on the Singapore Principal Share Register upon the closure of Hong Kong Branch Share Register (i.e., on or after 2 January 2024) and will not be tradeable on HKEX and the SGX-ST.

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However, at any time after the closure of Hong Kong Branch Share Register (ie., on or after 2 January 2024) and the names of the Shareholders appearing on the Hong Kong Branch Share Register have been transferred to the Singapore Principal Share Register, if you wish to enable your Shares to be traded on SGX-ST, you may (i) if the Shares are registered in your name, cause such Shares to be deposited with CDP by nominating a securities account with CDP or a sub-account with a depository agent into which your Shares will be deposited; or (ii) if the Shares are registered in the name of HKSCC Nominees Limited, contact your brokerage firm or a CCASS Participant, as the case may be, and cause such Shares to be withdrawn from CCASS, and then cause such Shares to be deposited with CDP by nominating a securities account with CDP or a sub-account with a depository agent into which your Shares will be deposited.

The Shareholder shall:

- (i) ensure that he/she has a trading account with a securities brokerage house and a securities account with CDP or sub-account with a CDP depository agent before you can proceed to nominate a securities account with CDP or a sub-account with a depository agent into which your Shares will be deposited. Please refer to paragraph 4 in Appendix I to this Circular on how to set up a CDP securities account or contact the securities brokerage house in Singapore as set out in paragraph 2.6(d) of this Letter from the Board who may assist you in opening a trading account and a securities account with CDP or a sub-account with them acting as a depository agent;
- (ii) if the Shares are held through a brokerage firm or a CCASS Participant and registered in the name of HKSCC Nominees Limited, contact his/her brokerage firm or CCASS Participant to withdraw the Shares from the CCASS Investor Participant stock account with CCASS and submit (i) the Singapore Share Transfer Form (no stamp duty required if no change in beneficial ownership) executed by HKSCC Nominees Limited and the Shareholder; (ii) the relevant share certificate(s) issued in the name of HKSCC Nominees Limited; (iii) a fee of HK\$1.00 per board lot (as well as per odd lot) to withdraw the Shares from CCASS Investor Participant stock account with CCASS or from the stock account of his designated CCASS Participant; and (iv) a fee of S\$2.16 for the issuance of new share certificate by the Singapore Principal Share Registrar to the Singapore Principal Share Registrar. If your Shares are registered in your name, please skip this step (ii) and step (iii) below;

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- (iii) the Singapore Principal Share Registrar will upon receipt of the documents in subparagraph (ii) above update the Singapore Principal Share Register and issue the relevant new share certificate in the name of the Shareholder within 7 business days, and send the new share certificate to the Shareholder via registered mail; and
- (iv) upon receiving the new share certificate, cause such Shares to be deposited with CDP by nominating a securities account with CDP or a sub-account with a depository agent into which your Shares will be deposited by submitting the documents set out in paragraph 3 of Appendix I to this Circular together with CDP deposit fee of S\$10.80 (inclusive of GST) per transfer deed to CDP. This process will take approximately 12 business days before the Shares are credited into the CPD securities account or a sub-account with a depository agent.

The Shareholder may also consider engaging the services of the securities brokerage house in Singapore as set out in paragraph 2.6(d) of this Letter from the Board who may assist you in respect of steps (i) to (iv) mentioned above.

Please refer to paragraph 3 of Appendix I to this Circular for further details of the arrangements for removal of Shares and deposit into CDP after the date of closure of Hong Kong Branch Share Register (i.e., on or after 2 January 2024).

All costs attributable to withdraw the Shares from CCASS Participant stock account with CCASS and the transfer of Shares to effect a deposit of Shares with CDP (comprising HK\$1.00 per board lot (as well as per odd lot), S\$2.16 for each new share certificate issued and CDP deposit fee of S\$10.80 per transfer deed) shall be borne by the Shareholder making the deposit. If you establish a sub-account with a depository agent instead of a CDP securities account, the securities brokerage in Singapore will generally charge a handling fee of S\$50, which will be borne by you.

For illustration purposes only, if you have 1,000 Shares and after the closure of Hong Kong Branch Share Register (i.e., on or after 2 January 2024), you wish to trade the Shares on the SGX-ST:

- (i) the Shares are registered in your name, you will incur S\$10.80 to deposit the Shares into CDP if you establish a trading account and a securities account with CPD, but if you establish a trading account and a sub-account with a depository agent, you will incur an additional S\$50 handling fee; or

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- (ii) the Shares are held through a brokerage firm or a CCASS Participant and are registered in the name of HKSCC Nominees Limited, you will incur (i) HK\$1.00 per board lot (as well as per odd lot) to withdraw the Shares from CCASS; (ii) S\$2.16 for the issuance of new share certificate in respect of the transfer of the Shares from HKSCC Nominees Limited into the name of CDP; (iii) S\$50 handling fee for establishing a sub-account with a depository agent, if any; and (iv) S\$10.80 for depositing the Shares into CDP.

There are no costs to be incurred by you in establishing a trading account and a CDP securities account. However, any costs associated with selling your Shares (including but not limited to brokerage fees charged by the securities brokerage house upon selling the Shares whether the Shares are deposited into CDP securities account or sub-account with a depository agent) on SGX-ST will be borne by you.

(d) Securities brokerage house in Singapore that may help you

The Company has held discussions with Maybank Securities Pte. Ltd. (see contact details in Appendix II to this Circular), which have expressed a willingness to provide dealing facilities for shareholders in Hong Kong to provide assistance to the Shareholders in Hong Kong who wish to retain any one of them for their services to assist to trade their Shares on the SGX-ST after the Last Dealing Date and the Proposed De-Listing becoming effective. Maybank Securities Pte. Ltd. will provide assistance in opening a trading account and a securities account with CDP or a CDP sub-account and acts as a depository agent, depositing Shares with CDP in Singapore, and securities brokerage services including transfer, deposit and trading of the Shares in Singapore to those who wish to retain their services. In particular, the services to be provided by Maybank Securities Pte. Ltd. will be on the normal client/stockbroker terms as agreed between the parties, which range of services includes as follows:

- (i) opening a trading account, arranging for the execution and settlement of trade on the SGX-ST, including delivery of shares and money settlement;
- (ii) opening a CDP sub-account for Shareholders as requested, and acts as a depository agent;
- (iii) arranging for the deposit of Shares with CDP; and
- (iv) providing custody and nominee services to Shareholders should such services be requested.

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There are no costs to be charged on you for the securities brokerage house to establish a trading account and a CDP securities account and the services to be rendered under paragraphs (i) and (iii) above. However, if you require the securities brokerage house to establish a sub-account for you with them acting as a depository agent and providing the services under paragraphs (ii) and (iv) above, the one-off handling fee of S\$50 will be charged on you. In addition, you will be charged for the brokerage fees charged by the securities brokerage house upon selling of the Shares through the securities brokerage house (whether the Shares are deposited into CDP securities account or sub-account with the securities house as a depository agent). Please note that for the sixty day period following the Last Dealing Date (from 30 October 2023 to 29 December 2023, both dates inclusive), the one-off handling fee of S\$50 charged by Maybank Securities Pte. Ltd. will be borne by the Company.

No representation is made as to the performance of or the level of service that might be provided by Maybank Securities Pte. Ltd.

Alternatively, Shareholders may wish to consider contacting their own brokers operating in Hong Kong that are able to facilitate trades in securities listed on foreign exchanges (including the SGX-ST). However, all such costs to be charged by the Shareholders' own brokers operating in Hong Kong will be borne by the Shareholders.

2.7 Investor helpline

Please read this Circular carefully for details of the Proposed De-Listing. Shareholders who have questions in relation to the Proposed De-Listing may contact:

- (a) From the date of this Circular until 29 December 2023

Tricor Investor Services Limited at 852 2980 1333 or is-enquiries@hk.tricorglobal.com.

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- (b) As from 2 January 2024 onwards

B.A.C.S. Private Limited at 65 6593 4848 or main@zicoholdings.com.

Given that (i) the Company will bear substantially all costs stated above associated with removal and depositing the Shares into CDP during the sixty day period following the Last Dealing date (from 30 October 2023 to 29 December 2023) (except for the withdrawal of the Shares from CCASS); (ii) the Company has arranged securities brokerage house in Singapore that may assist the Shareholders in the process of depositing Shares into CDP to minimise inconvenience to Shareholders; and (iii) having weighing the long term cost savings effect on the Company from the Proposed De-Listing against the inconvenience caused on the Shareholders to bring better returns to the Shareholders in the longer-run, the Board is of the view that the above arrangement is fair and reasonable, and at the interests of the Shareholders.

3. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

- 3.1 A notice convening the EGM is set out in pages EGM-1 to EGM-4 of this Circular. At the EGM, an ordinary resolution will be proposed to approve the Proposed De-Listing. Pursuant to the Listing Manual and Listing Rules, the voting on the proposed ordinary resolution at the EGM will be taken by way of poll.

3.2 EGM Arrangements

- (a) The EGM is being convened and will be held (a) in Singapore, at Excellence Room, 45 Ubi Road 1, #05-01, Singapore 408696 (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).
- (b) Shareholders who are unable to attend the EGM and who wish to appoint a proxy/proxies to attend, speak and vote at the EGM on their behalf must complete, sign and return the Proxy Form, which is enclosed herein, in accordance with the instructions printed thereon and submit it to the Company by 2:00 p.m. on Saturday, 22 July 2023, being not less than 72 hours before the time appointed for holding the EGM, in the following manner:

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- (i) if sent personally or by post, be lodged at the registered office of the Company at 45 Ubi Road 1, #05-01, Singapore 408696 (for Singapore Shareholders) or at the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Hong Kong Shareholders); or
 - (ii) if submitted electronically, be submitted either by emailing a scanned PDF copy to egm@centurioncorp.com.sg, or by uploading a scanned PDF copy to <https://www.centurioncorp.com.sg/EGM-2/submit-proxy-form>.
- (c) Investors holding Shares through the Central Provident Fund (“CPF”) or Supplementary Retirement Scheme (“SRS”) (“CPF/SRS Investors”) who wish to vote at the EGM should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies. CPF/SRS Investors who wish to appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 2:00 p.m. on Friday, 14 July 2023, being at least seven (7) working days before the date of the EGM. Investors holding Shares through a clearing house (or its nominee(s)) or relevant intermediaries (other than CPF/SRS Investors) who wish to vote at the EGM should approach the clearing house (or its nominee(s)) or their relevant intermediaries as soon as possible to submit their votes.
- (d) Completion and return of the Proxy Form by a Shareholder will not preclude him/her from attending, speaking and voting at the EGM if he/she subsequently wishes to do so and at any adjournment thereof. The relevant Proxy Form submitted by the Shareholder shall be deemed to be revoked and in such an event, the Company reserves the right to terminate the proxy(ies)’ access to the EGM proceedings.
- (e) Please refer to the notice of the EGM for further details, including submission of questions prior to the EGM.
- 3.3 A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless his/her name appears on the Depository Register as at 72 hours before the time set for the EGM.

4. HONG KONG RECORD DATE

All registered holders of Shares as at the close of business on the Hong Kong Record Date will be entitled to vote at the EGM on the basis of one vote for each Share held. In order to determine the entitlement of Shareholders to attend and vote at the EGM, all Share transfers

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in Hong Kong, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Hong Kong Shareholders) no later than 4:30 pm on Friday, 21 July 2023.

For the purpose of determination of Shareholders registered under the Singapore principal register of members and the Hong Kong branch register of members of the Company in respect of Shareholders' entitlement to attend and vote at the EGM, all necessary documents, remittances accompanied by the relevant share certificates in respect of removal of Shares between the two (2) registers of members, must be submitted (a) no later than 5:00 pm on Friday, 21 July 2023 to the Singapore Principal Share Registrar of the Company, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 (for Singapore Shareholders) and (b) no later than 4:30 pm on Friday, 21 July 2023 to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Hong Kong Shareholders), respectively.

5. ABSTENTION FROM VOTING

No Director or Substantial Shareholder of the Company is required to abstain from voting on the ordinary resolution relating to the Proposed De-Listing to be put to vote at the EGM.

6. DIRECTORS' RECOMMENDATIONS

Having considered the rationale and the information relating to the Proposed De-Listing, the Directors are of the opinion that approving the Proposed De-Listing is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution relating to the Proposed De-Listing to be proposed at the EGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Manual and the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this Circular is complete and accurate in all material respects and not misleading or deceptive, and there are no other matters, the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named

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source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION/DOCUMENTS ON DISPLAY

Copies of the Constitution and this Circular (i) are available for inspection at the registered office of the Company at 45 Ubi Road 1, #05-01, Singapore 408696 during normal business hours during any weekday (excluding public holidays) from the date of this Circular up to and including the date of the EGM; and (ii) will be published on the websites of HKEX (www.hkexnews.hk) and the Company (www.centurioncorp.com.sg) from the date of this circular up to and including the date of the EGM.

Copies of the above-mentioned documents can also be accessed through the websites of the SGX-ST, the HKEX and the Company.

Yours faithfully

For and on behalf of the Board of Directors
Centurion Corporation Limited

Han Seng Juan
Loh Kim Kang David
Joint Chairmen

1. INFORMATION REGARDING THE SHARES

1.1 Listing on the SGX-ST

The Company's Shares are listed and traded on the main board of the SGX-ST under the SGX stock code OU8. SGX-ST is a securities market in Singapore.

1.2 Registers

The Singapore Principal Share Register is currently maintained by the Singapore Principal Share Registrar, B.A.C.S. Private Limited. The Company has established the Hong Kong Branch Share Register since the Share Offer which is maintained by the Hong Kong Branch Share Registrar. Please note that upon the Proposed De-Listing becoming effective, the Hong Kong Branch Share Register will be closed (currently expected to occur on Tuesday, 2 January 2024, Hong Kong time), and the names of the Shareholders appearing on the Hong Kong Branch Share Register will ultimately be transferred to the Singapore Principal Share Register maintained by the Singapore Principal Share Registrar. New share certificates will be issued and despatched to these Shareholders by registered mail within 7 business days (i.e., on or before 11 January 2024) whereupon such new share certificates will be the only valid certificates of title to which they relate in substitution of all previous share certificates issued in Hong Kong by the Hong Kong Branch Share Registrar.

1.3 Dealings

Dealings in the Shares on the SGX-ST will be conducted in Singapore dollars. The Shares are traded on the main board of the SGX-ST in board lots of 100 Shares. The brokerage commission in respect of trades of the Shares on the SGX-ST is freely negotiable. A clearing fee and a trading fee in Singapore are payable at the rate of 0.0325% and 0.0075%, respectively, of the transaction value. The clearing fee and the trading fee are subject to goods and services tax in Singapore (currently at 8.0%).

1.4 Settlement of dealings in Singapore

Shares listed and traded on the main board of the SGX-ST are trading under the book-entry settlement system of CDP and all dealings in and transactions of Shares through the SGX-ST are effected in accordance with the terms and conditions for the operation of securities accounts with CDP, as amended from time to time.

CDP, a wholly owned subsidiary of the SGX-ST, is incorporated under the laws of Singapore and acts as a depository and clearing organisation. CDP holds securities for its account holders and facilitates the clearance and settlement of securities transactions between account holders through electronic book-entry changes in the securities accounts maintained by such account holders with CDP.

Shares will be registered in the name of CDP or its nominees and held by CDP for and on behalf of persons who maintain, either directly or through depository agents, securities accounts with CDP. The Companies Act and the Constitution of our Company only recognise the registered owners or holders of the Shares as members. Depositors and depository agents on whose behalf CDP holds Shares, may not be accorded the full rights of membership, such as voting rights, the right to appoint proxies, or the right to receive Shareholders' circulars, proxy forms, annual reports, prospectuses and takeover documents. Depositors and depository agents will be accorded only such rights as CDP may make available to them pursuant to CDP's terms and conditions to act as depository for foreign securities.

Persons holding Shares in a securities account with CDP may withdraw the number of Shares they own from the book-entry settlement system in the form of physical share certificates. Such share certificates will not, however, be valid for delivery pursuant to trades transacted on the SGX-ST, although they will be prima facie evidence of title and may be transferred in accordance with the Constitution of the Company. A fee of S\$10.80 for each withdrawal of 1,000 Shares or less and a fee of S\$25 for each withdrawal of more than 1,000 Shares will be payable upon withdrawing of the Shares from the book-entry settlement system and obtaining physical share certificates. In addition, a fee of S\$2.16 (or such other amounts as the Directors may decide) will be payable to the Singapore Principal Share Registrar for each share certificate issued, and stamp duty at the rate of 2% capped on of the last-transacted price is payable where Shares are withdrawn in the name of a third party. Persons holding physical share certificates who wish to trade on the SGX-ST must deposit with CDP their share certificates together with the duly executed instruments of transfer in favour of CDP, and have their respective securities accounts credited with the number of Shares deposited before they can effect the desired trades. A fee of S\$10.80 is payable upon the deposit of each instrument of transfer with CDP.

Transactions in Shares under the book-entry settlement system will be reflected by the seller's securities account being debited with the number of Shares sold and the buyer's securities account being credited with the number of Shares acquired. No transfer stamp duty is currently payable for the transfer of the Shares that are settled on a book-entry basis.

A Singapore clearing fee and a trading fee for trades in Shares on the SGX-ST are payable at the rate of 0.0325% and 0.0075%, respectively, of the transaction value. The clearing fee, trading fee, instrument of transfer deposit fees and share withdrawal fee are subject to Singapore goods and services tax of 8.0%.

Dealings in the Shares will be carried out in Singapore dollars and will be effected for settlement in CDP on a scripless basis. Settlement of trades on a normal “ready” basis on the SGX-ST generally takes place on the third market day following the transaction date, and payment for the securities is generally settled on the following day. CDP holds securities on behalf of investors in securities accounts. An investor may open a direct securities account with CDP or a securities sub account with a depository agent. A depository agent may be a member company of the SGX-ST, bank, merchant bank or trust company.

1.5 Dividends

Dividends are declared and paid in Singapore dollars in respect of Shares traded on SGX-ST.

The manner in which you receive your dividends will depend on whether you hold your Shares in your own direct CDP securities account or through a depository agent with whom you have established a sub-account:

- If you hold your Shares in your own direct CDP securities account, your dividend may be credited directly into your designated Singapore dollar bank account. If, after the dividend has been credited, you wish to convert your dividend from Singapore dollars to Hong Kong dollars and receive the converted monies in Hong Kong, you will need to liaise with your Singapore based bank. Foreign currency conversion fees may apply.
- If you hold your Shares through a depository agent with whom you have established a sub-account, you will need to contact your depository agent to find out how a dividend will be remitted to you after it has been credited into the depository agent’s designated Singapore dollar bank account. If you wish to convert your dividend from Singapore dollars to Hong Kong dollars and receive the converted monies in Hong Kong, you will need to liaise with your depository agent. Foreign currency conversion fees may apply.

1.6 Foreign exchange risk

Shareholders who trade in the Shares on the SGX-ST should note that their trades will be effected in Singapore dollars. Accordingly, Shareholders should be aware of the foreign exchange risks associated with such trading.

1.7 Share price information

Share price information will be readily available from your stockbroker or professional adviser through Reuters, the SGX-ST website at www.sgx.com and other stock market information services.

SGX-ST has also created a platform called “SGX Investor Portal (CDP)” whereby investors can get up-to-date information about their shareholdings, current portfolio value, transaction records for the current or previous month, trading account number etc. For more information, Shareholders can visit <https://investors.sgx.com>. To access “SGX Investor Portal (CDP)”, Shareholders need to have a securities account with CDP at the relevant time to be assigned with a CDP User ID.

2. REMOVAL OF SHARES FROM HKEX TO SGX-ST AFTER THE LAST DEALING DATE/THE PROPOSED DE-LISTING BECOMES EFFECTIVE BUT BEFORE THE CLOSURE OF HONG KONG BRANCH SHARE REGISTER (I.E., BEFORE 2 JANUARY 2024)

2.1 Procedures of removal and deposit of the Shares with CDP

A Shareholder whose Shares are traded on HKEX and wishes to continue to trade his/her Shares on the SGX-ST must effect a removal of the Shares from the Hong Kong Branch Share Register to the Singapore Principal Share Register. Such removal and deposit of the Shares with CDP would involve the following procedures:

- (1) If the Shareholder’s Shares are registered in the Shareholder’s own name, the Shareholder shall complete the HK Removal Request Form (in duplicate) enclosed in this Circular (and is also available from the Hong Kong Branch Share Registrar) and submit (i) the duly completed and signed HK Removal Request Form; and (ii) the relevant share certificate(s) in his/her name to the Hong Kong Branch Share Registrar.

If the Shareholder’s Shares have been deposited with CCASS (held through a brokerage firm or a CCASS Participant), the Shareholder must contact his/her brokerage firm or CCASS Participant to first withdraw such Shares from his CCASS Participant stock account with CCASS and submit (i) the Hong Kong Share Transfer Form duly stamped (i.e., stamp duty HK\$5 per transfer) and executed by HKSCC Nominees Limited and the Shareholder; (ii) the relevant share certificate(s); and (iii) a duly completed and signed HK Removal Request Form to the Hong Kong Branch Share Registrar.

- (2) If the Shareholder would like to have the Shares credited directly into his/her securities account or sub-account with a CDP depository agent, he/she must indicate it on the HK Removal Request Form. He/She should submit the HK Removal Request Form at the same time he submits the relevant documents to the Hong Kong Branch Share Registrar (as contemplated in paragraph (1) above). The Shareholder should ensure that he/she has a securities account or sub-account with a CDP depository agent before he/she can complete and sign off on delivery instruction set out in the HK Removal Request Form. Please refer to paragraph 4 of this Appendix below for details on setting up a CDP securities account or contact the securities brokerage house in Singapore as set out in Appendix II to this Circular who may assist you in opening a trading account and a securities account with CDP or a sub-account with them acting as a depository agent.
- (3) Upon receipt of the HK Removal Request Form (in duplicate), the relevant share certificate(s) and where appropriate, the completed Hong Kong Share Transfer Form duly stamped and executed by HKSCC Nominees Limited and the Shareholder, the Hong Kong Branch Share Registrar shall take all actions necessary to effect the removal of the Shares from the Hong Kong Branch Share Register to the Singapore Principal Share Register.
- (4) The Hong Kong Branch Share Registrar shall then notify the Singapore Principal Share Registrar of the removal whereupon the Singapore Principal Share Registrar shall update the Singapore Principal Share Register. Upon completion, the Singapore Principal Share Registrar shall issue the relevant share certificate(s) in the name of the Shareholder (if the Shareholder does not specify a securities account with CDP or a sub-account with a CDP depository agent in the HK Removal Request Form) or CDP (if the Shareholder specifies a securities account with CDP or a sub-account with a CDP depository agent in the HK Removal Request Form), as the case may be, and deliver the share certificate(s) to the Shareholder or CDP (as the case may be).
- (5) In accordance with the delivery instruction set out in the HK Removal Request Form duly completed and signed by the Shareholder, the Singapore Principal Share Registrar will arrange with CDP to credit the Shares into the Shareholder's securities account with CDP or sub-account with a CDP depository agent so that the Shareholder is not required to separately submit the documents set out in paragraph 3 of this Appendix I to CDP. Shareholders should note that the Shares listed on SGX-ST are scripless. It is a two-step process. For those Shareholders who do not specify a securities account with CDP or a sub-account with a CDP depository agent in the HK Removal Request Form (as they do not have a trading account and a securities account with CDP or a sub-account with a CDP depository agent or those who would like to hold the physical share certificates

without the need to trade the Shares) will receive the new share certificates issued in the name of the Shareholders. In order to trade on SGX-ST for the trading of Shares to be scripless, the share certificates issued in the name of the Shareholders must be subsequently deposited into CDP by submitting the documents set out in paragraph 3 of this Appendix I to CDP. The Shareholder should ensure that the Shares are credited to his securities account with CDP or sub-account with a CDP depository agent before dealing in the Shares.

Under normal circumstances, steps (1) to (4) generally require 15 business days to complete.

For those Shares which are registered on the Hong Kong Branch Share Register and if the Shares have been deposited with CCASS, any transfer thereof or dealings therein to withdraw the Shares from CCASS Participant stock account with CCASS will be subject to Hong Kong stamp duty (HK\$5 per transfer).

2.2 Charges

The fees charged by:

- (i) the Hong Kong Branch Share Registrar are the total sum of **HK\$322.50** (per share certificate basis) in respect of the removal fees for the removed Shares (HK\$300.00), postage fees (HK\$20.00) and each share certificate rendered for cancellation on the Hong Kong Branch Share Register (HK\$2.50);
- (ii) the Singapore Principal Share Registrar are the total sum of **S\$45.36** (per share certificate basis) (inclusive of prevailing 8% Singapore goods and services tax) for each share certificate to be issued on the Singapore Principal Share Register (S\$2.16), each removal to be effected on that Singapore Principal Share Register (S\$32.40) and CDP deposit fee or such other amount required by CDP (S\$10.80);
- (iii) if applicable, CCASS for withdrawal of Shares from CCASS are (a) HK\$3.50 per board lot (as well as per odd lot) before withdrawal of listing; or (b) HK\$1.00 per board lot (as well as per odd lot) after withdrawal of listing, and stamp duty on Hong Kong Share Transfer Form of HK\$5 per transfer; and
- (iv) if applicable, the handling fee of S\$50 charged by the securities brokerage house in Singapore for establishing a sub-account with them as a depository agent.

For the sixty day period following the Last Dealing Date (from 30 October 2023 to 29 December 2023, both dates inclusive), the Company will bear the fees charged by (i) the Hong Kong Branch Share Registrar for removal of Shares from Hong Kong; (ii) the Singapore Principal Share Registrar for the deposit of the Shares into CDP as stated above; and (iii) the handling fee of S\$50 charged by the securities brokerage house in Singapore whose name appears in Appendix II to this Circular for establishing a sub-account with them as a depository agent. The Shareholders will bear the fees charged by CCASS and CCASS Participant, and Hong Kong stamp duty (HK\$5 per transfer) on the withdrawal of Shares from CCASS.

After the said sixty day period following the Last Dealing Date (ie. on or after 2 January 2024), all costs attributable to the deposit of Shares into CDP shall be borne by the Shareholder.

There are no costs to be incurred by you in establishing a trading account and a CDP securities account. However, any costs associated with selling your Shares (including but not limited to brokerage fees charged by the securities brokerage house upon selling the Shares whether the Shares are deposited into CDP securities account or sub-account with a depository agent) on SGX-ST will be borne by you. If you engage a Singapore securities brokerage house which is not the one whose name appears in Appendix II to this Circular for establishing a trading account and a sub-account with them as a depository agent, all such costs charged by the securities brokerage house will be borne by you.

2.3 Address in Hong Kong and Singapore for Shareholders to deliver or collect documents

Tricor Investor Services Limited (see contact details in Appendix II) will continue to act as the Hong Kong Branch Share Registrar and you may collect or deliver documents there after the Last Dealing Date and for a period of sixty days from the Last Dealing Date (i.e., from 30 October 2023 to 29 December 2023, both dates inclusive). Thereafter (as from 2 January 2024 onwards), documents can only be collected or delivered at the Company's Singapore Principal Share Registrar, B.A.C.S. Private Limited (see contact details in Appendix II).

3. TRADING OF SHARES AFTER THE CLOSURE OF HONG KONG BRANCH SHARE REGISTER (I.E., ON OR AFTER 2 JANUARY 2024)**3.1 Procedures of deposit of the Shares with CDP**

If you do not take the above actions set out in paragraph 2 above, your Shares will be placed on the Singapore Principal Share Register after the closure of Hong Kong Branch Share Register (i.e., on or after 2 January 2024) and will not be tradeable on HKEX and the SGX-ST. In order to continue to trade your Shares on SGX-ST, you will need to:

- (i) ensure that you have a trading account with a securities brokerage house and a securities account with CDP or sub-account with a CDP depository agent before you can proceed to nominate a securities account with CDP or a sub-account with a depository agent into which your Shares will be deposited. Please refer to paragraph 4 in Appendix I to this Circular on how to set up a CDP securities account or contact the securities brokerage house in Singapore as set out in Appendix II to this Circular who may assist you in opening a trading account and a securities account with CDP or a sub-account with them acting as a depository agent;
- (ii) if your Shares (held through a brokerage firm or a CCASS Participant) are registered in the name of HKSCC Nominees Limited, contact your brokerage firm or CCASS Participant to withdraw your Shares from your CCASS Investor Participant stock account and submit (1) the Singapore Share Transfer Form (no stamp duty required if no change in beneficial ownership) executed by HKSCC Nominees Limited and the Shareholder; (2) the relevant share certificate(s) issued in the name of HKSCC Nominees Limited; (3) a fee of HK\$1.00 per board lot (as well as per odd lot) to withdraw the Shares from CCASS Participant stock account with CCASS; and (4) a fee of S\$2.16 for the issuance of new share certificate by the Singapore Principal Share Registrar, to the Singapore Principal Share Registrar. If your Shares are registered in your name, please skip this step (ii) and step (iii) below;
- (iii) the Singapore Principal Share Registrar will upon receipt of the documents in subparagraph (ii) above update the Singapore Principal Share Register and issue the relevant new share certificate in the name of the Shareholder within 7 business days, and send the new share certificate to the Shareholder via registered mail; and
- (iv) upon receiving the new share certificate, cause such Shares to be deposited with CDP by nominating a securities account with CDP or a sub-account with a depository agent into which your Shares will be deposited by submitting the documents set out below together

with CDP deposit fee of S\$10.80 (inclusive of GST) per transfer deed to CDP. This process will take approximately 12 business days before your Shares are credited into your CDP securities account or a sub-account with a depository agent. CDP will inform you when your CDP securities account or a sub-account with a depository agent is credited.

For those Shares which are registered on the Singapore Principal Share Register, any transfer thereof or dealings therein will be subject to Singapore stamp duty (no stamp duty to be incurred if there is no change in beneficial ownership).

To deposit the Shares into CDP, you will need to submit the following documents to CDP:

- Original share certificate(s);
- Completed Request for Deposit of Securities Form available from <https://www.sgx.com/securities/retail-investor/cdp-forms>;
- Completed the transfer deed per share certificate. Please ensure that your signature on the transfer deed is witnessed by anyone above 21 years of age except your spouse. For corporate account holder, please ensure that the transfer deed is duly signed and dated with two authorised signatories. The transfer deed is available from <https://api2.sgx.com/sites/default/files/2022-12/Transfer%20Deed%20Deposit.pdf?destination=/media/76012>;
- Proof of payment;
- Completed Indemnity Form (provided by CDP upon receipt of email); and
- Corporate account holder will be required to submit entity KYC questionnaire.

The above documents are to be submitted to CDP in one of the following methods:

- Drop-off at CDP drop box;
- Mail to CDP; or
- Email the signed form with the required supporting documents to CDP at asksgx@sgx.com with the subject title: “Deposit of Share Certificate”).

A deposit fee of S\$10.80 (inclusive of GST) per transfer deed is chargeable.

Once your Shares have been deposited into your nominated CDP securities account, you will be able to trade those Shares on the SGX-ST at any point in the future.

Alternatively, you may also consider retaining the services of the securities brokerage house in Singapore as set out in Appendix II to this Circular who may assist you in respect of steps (i) to (iv) mentioned above.

3.2 Charges

You will be responsible to bear all costs attributable to the deposit of the Shares after the said sixty day period following the Last Dealing Date (i.e., after 29 December 2023) and the expected costs to be incurred are as follows:

- (a) if applicable, fees to withdraw the Shares from CCASS Investor Participant stock account with CCASS or from the stock account of his designated CCASS Participant at HK\$1.00 per board lot (as well as per odd lot);
- (b) a fee of S\$2.16 for the issuance of new share certificate by the Singapore Principal Share Registrar;
- (c) a CDP deposit fee of S\$10.80 (inclusive of GST) per transfer deed; and
- (d) if applicable, the handling fee of S\$50 charged by the securities brokerage house in Singapore for establishing a sub-account with them as a depository agent.

There are no costs to be incurred by you in establishing a trading account and a CDP securities account. However, selling your Shares (including but not limited to brokerage fees charged by the securities brokerage house upon selling the Shares whether the Shares are deposited into CDP securities account or sub-account with a depository agent) on SGX-ST will be borne by you.

4. SETTING UP A CDP SECURITIES ACCOUNT

If you wish to trade your Shares on SGX-ST, you will need to:

- (a) open a trading account with a stockbroking firm that is a member of the SGX-ST; and
- (b) open a securities account with CDP directly.

To open a securities account with CDP, you will be required to:

- (a) complete a CDP securities account opening form; and
- (b) provide copies of identification and other supporting documents to CDP (certified as per the requirements of CDP).

You will be required to provide a Singapore dollar bank account number with one of six participating banks in Singapore in the CDP securities account opening form. This is to facilitate CDP's direct crediting service, which allows you to receive Singapore-dollar dividend payments or other cash distributions credited directly into your designated bank account. CDP's direct crediting service is mandatory for customers who wish to open a CDP securities account.

You will also need to link your securities and trading accounts before you trade in the market. To do so, you can approach your broker with whom you have opened your trading account.

Information on the requirements for establishing a securities account with CDP, including the identification and supporting documents required, the verification and certification requirements and sample forms, can be found under the "CDP Account Opening" tab of <https://investors.sgx.com/cdp-account-opening/#/form-selection>.

Alternatively, you could establish a sub-account with a depository agent in Singapore who can maintain sub-accounts for investors who do not have a direct account with CDP (for example, non-Singaporean investors).

You may wish to consider contacting (i) brokers operating in Hong Kong that are able to facilitate trades in securities listed on foreign exchanges (including the SGX-ST) by Hong Kongers; or (ii) the securities brokerage house in Singapore as set out in Appendix II to this Circular who may assist you in opening a trading account and a securities account with CDP. You may wish to consider whether or not establishing an arrangement with such a broker would be simpler than establishing your own CDP securities account or sub-account with a depository agent.

There are no costs to be incurred by you in establishing a trading account and a CDP securities account. However, establishing a sub-account with a depository agent will be subject to a one-off handling fee of S\$50, selling your Shares (including but not limited to brokerage fees charged by the securities brokerage house upon selling the Shares whether the Shares are deposited into CDP securities account or sub-account with a depository agent) on SGX-ST will be borne by you. You will also be responsible for any tax including personal income tax or capital gains tax which may result from the sale of Shares.

Hong Kong Branch Share Registrar

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong
Tel: (852) 2980 1333
Fax: (852) 2810 8185
Email: is-enquiries@hk.tricorglobal.com

Singapore Principal Share Registrar

B.A.C.S. Private Limited
77 Robinson Road
#06-03 Robinson 77
Singapore 068896
Tel: (65) 6593 4848
Email: main@zicoholdings.com

CDP

The Central Depository (Pte) Limited
11 North Buona Vista Drive
#06-07, The Metropolis Tower 2
Singapore 138589
Tel: (65) 6535 7511
Email: asksgx@sgx.com

Securities Brokerage House in Singapore

Maybank Securities Pte. Ltd.
50 North Canal Road
Singapore 059304
Contact person: MSSG Helpdesk
Tel: (65) 6432 1888
Email: MSSG_Helpdesk@maybank.com

NOTICE OF EXTRAORDINARY GENERAL MEETING



CENTURION CORPORATION LIMITED

勝捷企業有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Co. Reg. No.: 198401088W)

(SGX Stock Code: OU8)

(SEHK Stock Code: 6090)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall have the same meaning ascribed to them in the circular dated 7 July 2023 issued by the Company.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM” or “Meeting”) of **CENTURION CORPORATION LIMITED** (the “Company”) will be held (a) in Singapore, at Excellence Room, 45 Ubi Road 1, #05-01, Singapore 408696 (for Singapore shareholders); and (b) in Hong Kong, via video-conferencing at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong (for Hong Kong shareholders) on Tuesday, 25 July 2023 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

PROPOSED VOLUNTARY WITHDRAWAL OF LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

“**THAT** the voluntary withdrawal of the listing of the Company’s ordinary shares on the Main Board of The Stock Exchange of Hong Kong Limited be approved and **THAT** upon approval by the shareholders of the Company in accordance with Rule 6.11 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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/she may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

By Order of the Board
Hazel Chia Luang Chew
Juliana Tan Beng Hwee
Company Secretaries

Singapore, 7 July 2023

Headquarters and Principal Place of Business
45 Ubi Road 1 #05-01
Singapore 408696

Principal Place of Business in Hong Kong
Room 5705, 57th floor
The Center, 99 Queen’s Road Central,
Hong Kong

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. (i) A member of the Company (“**Member**” or “**Shareholder**”) who is not a relevant intermediary* or a clearing house (or its nominee(s)) is entitled to attend, speak and vote at the Extraordinary General Meeting (“**EGM**”) or to appoint not more than two (2) proxies to attend, speak and vote in his/her stead.
- (ii) A Member who is a relevant intermediary* or a clearing house (or its nominee(s)) may appoint more than two (2) proxies to attend, speak and vote at the EGM but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her.

* “**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

2. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
3. A proxy need not be a Member. The Chairman of the Meeting, as proxy, need not be a Member.
4. If the appointor is a corporation, the instrument appointing a proxy or proxies (“**Proxy Form**”) must be executed under seal or the hand of its duly authorised officer or attorney.
5. The Proxy Form is not valid for use by investors holding shares through relevant intermediaries (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.

CPF/SRS investors should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **2:00 p.m. on 14 July 2023**, being at least seven (7) working days before the date of the EGM.

Investors holding shares through a clearing house (or its nominee(s)) or relevant intermediaries (other than CPF/SRS investors) who wish to vote at the EGM should approach the clearing house (or its nominee(s)) or their relevant intermediaries as soon as possible to submit their votes.

6. The Proxy Form appointing a proxy or proxies, duly completed and signed, must be submitted to the Company no later than **2:00 p.m. on Saturday, 22 July 2023**, being not less than 72 hours before the time appointed for holding the EGM, in the following manner:
 - (i) if sent personally or by post, be lodged at the registered office of the Company at 45 Ubi Road 1, #05-01, Singapore 408696 (“**Registered Office Address**”) (for Singapore Shareholders) or at the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Hong Kong Shareholders); or
 - (ii) if submitted electronically, be submitted either by emailing a scanned PDF copy to egm@centurioncorp.com.sg, or by uploading a scanned PDF copy to <https://www.centurioncorp.com.sg/EGM-2/submit-proxy-form>,

failing which the Proxy Form may be treated as invalid.

7. Completion and return of the Proxy Form by a Member will not preclude him/her from attending, speaking and voting at the EGM if he/she subsequently wishes to do so, and at any adjournment thereof. The relevant Proxy Form submitted by the Member shall be deemed to be revoked and in such an event, the Company reserves the right to terminate the proxy(ies)’ access to the EGM proceedings.

NOTICE OF EXTRAORDINARY GENERAL MEETING

8. Hong Kong Record Date

All registered holders of Shares as at the close of business on 21 July 2023 shall be entitled to attend and vote at the EGM. For determining the entitlement of Shareholders to attend and vote at the EGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Friday, 21 July 2023.

9. Pursuant to Regulation 59 of the Company's Constitution, the above ordinary resolution to be put to vote at the EGM (and at any adjournment thereof) shall be decided by way of poll as required by the listing manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("HKEX").

10. Submitting questions in advance of the EGM

Shareholders who have any questions in relation to the ordinary resolution can submit questions in advance, **by 2:00 p.m. on 22 July 2023**, via any of the following options:

- (i) annex your questions to your Proxy Forms; or
- (ii) submit your questions on the Investor Relations section of the Company's website at <https://www.centurioncorp.com.sg/EGM-2/submit-questions>; or
- (iii) email your questions with your name and identification number (for Singapore Shareholders)/your name and address (for Hong Kong Shareholders) to egm@centurioncorp.com.sg.

The Company will endeavour to respond to substantial and relevant questions received from Shareholders during the EGM proceedings. Such questions from Shareholders and responses from the Company will be included in the minutes of the EGM and published on the Company's website and on the websites of the SGX-ST and the HKEX within one (1) month after the EGM. Where there are substantially similar questions, the Company will consolidate such questions; and consequently, not all questions may be individually addressed.

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

- (a) Printed copies of this Notice of EGM together with the Proxy Form have been sent to Shareholders. These documents are also available for download from the Company's website at the URL: www.centurioncorp.com.sg or, the website of the SGX-ST or, the website of the HKEX.
- (b) The Circular has been published on the Company's website (www.centurioncorp.com.sg) and on the websites of the SGX-ST (www.sgx.com) and the HKEX (www.hkexnews.hk).
- (c) Printed copies of the Circular will be despatched to Shareholders in Hong Kong and made available to Shareholders in Singapore upon request. Shareholders in Singapore could download the Request Form ("RF") from the Company's website at URL: https://centurion.listedcompany.com/EGM-2_request_form.html and the website of the SGX-ST (www.sgx.com) and return the completed RF either via email to egm@centurioncorp.com.sg or by post, be lodged at the Company's Registered Office Address, by 17 July 2023.

Personal data privacy:

"Personal data" has the same meaning ascribed to it in the Personal Data Protection Act 2012 of Singapore, which includes name, address, NRIC/passport number of a Member and proxy(ies) and/or representative(s) of a Member.

NOTICE OF EXTRAORDINARY GENERAL MEETING

By (a) submitting an instrument appointing the Chairman of the Meeting or any other person(s) as a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting any question prior to the EGM in accordance with this Notice of EGM, a Member consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for the following purposes (collectively, the "Purposes"):

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

warrants that where the Member discloses the personal data of the Member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Member's breach of warranty. In addition, by attending the EGM and/or any adjournment thereof, a Member consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for any of the Purposes.

此乃要件 請即處理

本通函由勝捷企業有限公司(「本公司」)發行。閣下如對本通函內容或對閣下應採取的行動有任何疑問，應立即諮詢閣下的股票經紀、銀行經理、律師、會計師或其他獨立專業顧問。

閣下如已將名下本公司股份全部出售或轉讓，應立即將本通函及隨附之委任代表表格(「委任代表表格」)送交買主或承讓人，或經手買賣或轉讓的銀行、股票經紀或其他代理商，以便轉交買主或承讓人。

新加坡證券交易所有限公司概不對本通函內作出的任何陳述、載列的任何報告或發表的任何意見的精確性或準確性承擔任何責任。

香港交易及結算所有限公司及香港聯合交易所有限公司對本通函的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不會就本通函全部或任何部分內容所產生或因依賴該等內容而引致的任何損失承擔任何責任。



擬自願於香港聯合交易所有限公司主板撤回上市 及 股東特別大會通知

重要日期及時間：

- 送交委任代表表格最後日期及時間：2023年7月22日(星期六)下午二時正
- 股東特別大會舉行日期及時間：2023年7月25日(星期二)下午二時正
- 股東特別大會舉行地點：
- (a) 於新加坡，將於Excellence Room, 45 Ubi Road 1, #05-01, Singapore 408696舉行(就新加坡股東而言)；及
 - (b) 於香港，將於香港九龍觀塘道348號宏利廣場5樓透過視頻會議舉行(就香港股東而言)
-

本公司謹訂於2023年7月25日(星期二)下午二時正假座：(a)於新加坡，於Excellence Room, 45 Ubi Road 1, #05-01, Singapore 408696(就新加坡股東而言)；及(b)於香港，於香港九龍觀塘道348號宏利廣場5樓透過視頻會議(就香港股東而言)舉行股東特別大會，召開大會的通知載於本通函第EGM-1至EGM-4頁。股東特別大會適用之委任代表表格亦隨附於此。董事會函件載於本通函第8至28頁。

倘閣下未能出席股東特別大會並擬委任一名／多名受委代表代表閣下出席大會並於會上發言及投票，務請將隨附的委任代表表格按其上印列的指示填妥及簽署，並按以下方式盡快及無論如何於股東特別大會指定舉行時間前不少於72小時交回本公司：(i)如以專人或郵寄方式遞交，送達本公司註冊辦事處，地址為45 Ubi Road 1, #05-01, Singapore 408696(就新加坡股東而言)或本公司香港股份過戶登記分處卓佳證券登記有限公司的辦事處，地址為香港夏慤道16號遠東金融中心17樓(就香港股東而言)；或(ii)如以電子方式提交，透過電子郵件發送掃描PDF副本至`egm@centurioncorp.com.sg`或上傳掃描PDF副本至<https://www.centurioncorp.com.sg/EGM-2/submit-proxy-form>。填妥及交回委任代表表格後，閣下仍可依願出席股東特別大會並於會上發言及投票，在此情況下，委任代表表格將被視為已撤銷。

本通函連同委任代表表格亦刊載於新交所網站www.sgx.com、香港聯交所網站www.hkexnews.hk及本公司網站www.centurioncorp.com.sg。

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指示時間表

香港時間

股東遞交所有過戶表格以符合資格出席股東特別大會 的最後時限	2023年7月21日(星期五) 下午四時三十分
股東特別大會香港記錄日期(附註1)	2023年7月21日(星期五)
股東遞交股東特別大會委任代表表格的最後時限	2023年7月22日(星期六) 下午二時正
股東特別大會	2023年7月25日(星期二) 下午二時正
公佈股東特別大會結果及撤回上市通知	2023年7月25日(星期二)
公佈以下各項：	
(1) 達成條件；	
(2) 買賣最後日期；及	
(3) 於聯交所撤回上市日期	2023年10月26日(星期四)
股份於聯交所的最後買賣日期(「最後買賣日期」)	2023年10月27日(星期五)
無償為股東將股份從香港股東名冊分冊轉移至 新加坡股東名冊總冊並存託於CDP的首日	2023年10月30日(星期一)
公佈於聯交所撤回上市	2023年10月31日(星期二)
於聯交所撤回上市	2023年11月1日(星期三) 下午四時正
無償為股東將股份從香港股東名冊分冊轉移至 新加坡股東名冊總冊並存託於CDP的最後一日 (附註2)	2023年12月29日(星期五)

指示時間表

- (1) 關閉香港股東名冊分冊；及
- (2) 香港股東名冊分冊上所有姓名將被自動轉到
新加坡股東名冊總冊的日期 2024年1月2日(星期二)

以掛號郵件向姓名從香港股東名冊分冊自動轉到
新加坡股東名冊總冊的股東寄發新股票(附註3) 2024年1月11日(星期四)

附註：

1. 只有於香港記錄日期營業時間結束時的股份登記持有人有權於股東特別大會上投票表決，所持每股股份可投一票。在香港記錄日期後及截至股東特別大會日期成為股份登記持有人的股東將無權於股東特別大會上投票。
2. 最後買賣日期後60日內(由2023年10月30日至2023年12月29日，包括首尾兩日)，只要股東提交本通函附錄一第2.1段所載的完整文件，股東將股份存託於CDP的費用將由本公司承擔。此期間後，轉讓股份以存託於CDP或自CDP提取股份的全部費用由要求轉讓的股東自行承擔。
3. 該等新股票將為唯一有效的所有權憑證，以取代香港股份過戶登記分處先前在香港發行的所有股票。

釋 義

除文義另有所指外，下列詞彙具有以下涵義：

「公司法」	指	新加坡1967年公司法(經不時修訂、修改或補充)
「聯繫人」或「緊密聯繫人」	指	香港上市規則所定義者
「董事會」	指	本公司當時董事會
「中央結算系統」	指	由香港結算設立及營運之中央結算及交收系統
「中央結算系統結算參與者」	指	獲准以直接結算參與者或全面結算參與者的身份參與中央結算系統的人士，包括證券商及市場參與者
「中央結算系統託管商參與者」	指	獲准以託管商參與者身份參與中央結算系統的人士
「中央結算系統投資者戶口持有人」	指	獲准以投資者戶口持有人身份參與中央結算系統的人士，可為個人、聯名人士或法團
「中央結算系統參與者」	指	中央結算系統結算參與者、中央結算系統託管商參與者或中央結算系統投資者戶口持有人
「CDP」	指	The Central Depository (Pte) Limited，新交所的全資附屬公司，為新加坡證券市場的各種產品提供綜合結算、交收及存託服務
「Centurion Global」	指	Centurion Global Ltd，於2008年4月16日在英屬處女群島註冊成立的公司，由羅先生及韓先生分別持有50%，是本公司控股股東

釋 義

「Centurion Properties」	指	Centurion Properties Pte. Ltd.，於2004年3月10日在新加坡註冊成立的公司，由控股股東Centurion Global全資擁有。
「通函」	指	日期為2023年7月7日就有關建議除牌向股東發出的本通函
「本公司」	指	勝捷企業有限公司，在新加坡共和國註冊成立的有限責任公司，其股份於新交所主板及香港聯交所主板上市
「組織章程」	指	本公司組織章程(經不時修訂、補充及／或重列並有效)
「控股股東」	指	符合下列條件的人士： (a) 直接或間接持有本公司總投票權百分之十五(15%)或以上，惟新交所決定有關人士並非本公司控股股東除外；或 (b) 對本公司可行使實際控制權。 根據上市規則，「控股股東」一詞指任何有權行使或控制行使本公司股東大會百分之三十(30%) (或香港公司收購及合併守則可能不時指明作為觸發強制性公開要約水平的其他百分比)或以上投票權或能控制董事會大多數成員的一名人士或一組人士(包括任何預托證券持有人)
「CPF」	指	中央公積金
「CPF認可代理人」	指	CPF投資計劃項下包括的代理銀行

釋 義

「CPF投資計劃」	指	中央公積金投資計劃
「董事」	指	於最後實際可行日期的本公司董事
「股東特別大會」	指	就考慮及批准(其中包括)本通函內之股東特別大會通知所載建議除牌而將會召開的本公司股東特別大會
「本集團」	指	本公司、其附屬公司及聯營公司
「消費稅」	指	新加坡商品及服務稅
「香港銷戶申請表」	指	隨附於本通函內之銷戶及過戶組合表以及交付指示表(亦可於香港股份過戶登記分處獲取)
「香港結算」	指	香港中央結算有限公司
「香港聯交所」或「聯交所」	指	香港聯合交易所有限公司
「香港」	指	中華人民共和國香港特別行政區
「香港股東名冊分冊」	指	存置於香港股份過戶登記分處的本公司香港股東名冊分冊
「香港股份過戶登記分處」	指	本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓
「香港記錄日期」	指	2023年7月21日(星期五)，即旨為釐定股東出席股東特別大會並於會上投票的權利的記錄日期

釋 義

「香港股份轉讓書」	指	本公司在香港不時採用的標準轉讓書，其副本可於香港股份過戶登記分處獲取
「KYC」	指	「了解你的客戶」，為取得客戶身份及地址相關資料的程序
「最後買賣日期」	指	股份可於聯交所買賣的最後日期
「最後實際可行日期」	指	2023年7月3日，即本通函付印前取得本通函所載相關資料的最後實際可行日期
「上市委員會」	指	香港聯交所上市委員會
「上市手冊」	指	新交所上市手冊（經不時修訂、修改或補充）
「上市規則」	指	香港聯交所證券上市規則（經不時修訂）
「韓先生」	指	韓成元先生，本公司控股股東兼非執行董事
「羅先生」	指	羅敬惠先生，本公司控股股東兼執行董事
「股東特別大會通知」	指	載於本通函第EGM-1至EGM-4頁的股東特別大會通知
「建議除牌」	指	建議自願於香港聯交所主板撤回股份上市
「委任代表表格」	指	載於本通函有關股東特別大會的委任代表表格

釋 義

「相關中間人」	指	(a) 根據新加坡1970年銀行法獲發牌的持牌銀行或該持牌銀行之全資附屬公司，其業務包括提供代名人服務及以該身份持有股份； (b) 根據新加坡證券及期貨法持有資本市場服務牌照可提供託管服務的人士及以該身份持有股份的人士；或 (c) 根據新加坡1953年中央公積金法而成立的中央公積金局，就根據該法例項下附屬法例購買之股份以中央公積金成員供款及進賬額利息進行投資(倘中央公積金局根據或按照該附屬法例以中間機構之身份持有股份)
「證券戶口」	指	由存託人存託於CDP的證券戶口，惟不包括寄存代理存託的證券分戶
「新交所自動報價系統」	指	新加坡證券交易所交易及自動報價系統，新交所凱利板的前身
「新加坡證券及期貨法」	指	新加坡2001年證券及期貨法(經不時修訂、修改或補充)
「新交所」	指	新加坡證券交易所有限公司
「股份」	指	本公司股本中的普通股

釋 義

「股份發售」	指	2017年12月的股份發售，包括向香港公眾人士公開發售及向香港的專業機構及其他投資者配售
「股東」	指	股份的登記持有人，惟倘登記持有人為CDP，有關由CDP所持有股份的「股東」一詞指由CDP存託於存託人名冊內名列為存託人的人士，而有關股份記入該等證券戶口
「新加坡股東名冊總冊」	指	存置於新加坡主要股份過戶登記處的本公司新加坡股東名冊總冊
「新加坡主要股份過戶登記處」	指	本公司的新加坡股份過戶登記處B.A.C.S. Private Limited，地址為77 Robinson Road, #06-03 Robinson 77, Singapore 068896
「新加坡股份轉讓書」	指	本公司在新加坡不時採用的標準轉讓書，其副本可於新加坡主要股份過戶登記處獲取
「主要股東」	指	於所有附投票權的已發行股份中擁有不少於百分之五(5%)權益的人士
「新加坡元」及「新加坡分」	分別指	新加坡元及新加坡分
「%」	指	百分比

「存託處」、「寄存代理」及「存託人名冊」指在新加坡證券及期貨法第81SF節中分別所述之涵義。

「庫存股份」指公司法第4條所定義者。

「附屬公司」指公司法第5條及上市規則(視情況而定)所定義者。「聯繫人」及「聯營公司」分別指上市手冊「釋義及詮釋」一節或上市規則(視情況而定)所定義者。

釋 義

本通函所提述的任何法令指當時已修訂或重新頒行的法令。公司法、上市手冊、上市規則或其任何法定修改下界定並於本通函內使用的任何詞彙，應(如適用)具有公司法、上市手冊、上市規則或其任何法定修改(視情況而定)賦予的涵義，惟另有規定者除外。

單數字詞(如適用)亦包括該字詞的複數，反之亦然，而男性的字詞(如適用)亦包括女性及中性，反之亦然。人士一詞(如適用)亦包括公司的意思。

除另有訂明者外，本通函所述的日期或時間指新加坡日期或時間。

本通函中列示的金額與合計金額的數目差異乃由於約整所致。因此，本通函所列總計數字不一定相等於其上所列數字的總和。

本通函譯成中文。倘中文及英文版本之間存在任何分歧，概以英文版本為準。



CENTURION CORPORATION LIMITED

勝捷企業有限公司*

(於新加坡共和國註冊成立的有限責任公司)

(公司註冊編號：198401088W)

(新交所股份代號：OU8)

(港交所股份代號：6090)

董事：

非執行董事：

韓成元(聯席主席)

執行董事：

羅敬惠(聯席主席)

黃國豪(副主席)

趙炳光

獨立非執行董事：

鄧憲民(首席獨立董事)

Chandra Mohan s/o Rethnam

黃格賢

陳寶鳳

李維倫

敬啟者：

註冊辦事處：

45 Ubi Road 1, #05-01

Singapore 408696

總部及新加坡主要營業地點：

45 Ubi Road 1, #05-01

Singapore 408696

香港主要營業地點：

香港

皇后大道中99號

中環中心

57樓5705室

擬自願於香港聯合交易所有限公司主板撤回上市
及
股東特別大會通知

1. 緒言

1.1 股東特別大會

董事建議於2023年7月25日(星期二)下午二時正假座：(a)於新加坡，於Excellence Room, 45 Ubi Road 1, #05-01, Singapore 408696(就新加坡股東而言)；及(b)於香港，於

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香港九龍觀塘道348號宏利廣場5樓透過視頻會議(就香港股東而言)舉行的股東特別大會上，提呈普通決議案以尋求股東批准有關建議除牌。

建議除牌載於本通函隨附之股東特別大會通知內作為普通決議案。

1.2 致股東通函

本通函旨在向股東提供有關上述普通決議案的資料，並尋求股東批准上述普通決議案。本公司將於2023年7月25日(星期二)下午二時正舉行的股東特別大會上尋求股東批准，大會通知載於本通函第EGM-1至EGM-4頁。

新交所、香港交易及結算所有限公司、香港聯交所及香港結算對本通函所載任何陳述或意見或其中所載報告的準確性或完整性概不承擔任何責任。

本公司已就本通函內所載事項委任FC Legal Asia LLC為本公司有關新加坡法律方面的法律顧問。

本公司已就本通函所載事項委任何韋律師行為本公司有關香港法例方面的法律顧問。

重要提示：倘香港與新加坡的適用法律、規則及／或法規存有差異，須以較為嚴格的法律、規則及／或法規為準。

2. 建議除牌

2.1 緒言

本公司股份首先於1995年1月26日以本公司過往名稱SM Summit Holdings Limited在新交所自動報價系統上市，其後於1998年10月轉移至新交所主板。本公司當時從事為年報、軟件、音樂或視頻內容複製CD及DVD的集成製造商業務。

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於2011年8月，本公司完成對宿舍業務的反向收購及開展工人宿舍業務，並將本公司更名為目前的名稱「勝捷企業有限公司」。其於2011年10月以勝捷企業有限公司名稱在新交所主板恢復買賣。

於2017年12月12日，本公司完成在香港雙重上市，其股份透過股份發售方式在聯交所主板上市。於最後實際可行日期，本集團從事擁有、開發及管理位於新加坡及馬來西亞的優質特建工人宿舍資產及位於澳大利亞、英國及美國的特建學生公寓資產。本集團亦製造及銷售光碟及相關儲存產品。

於2023年6月5日，本公司向聯交所提交申請自願於香港聯交所主板撤回股份上市，惟須待下文「建議除牌的條件」一段所載條件達成後，方可作實。

於最後實際可行日期，本公司僅在新交所及香港聯交所擁有一類上市證券，即股份。本公司擬於建議除牌後保持其股份於新交所主板的現有主要上市地位。

就上市規則第6.11條而言，新交所乃香港聯交所認可的受適當監管、且正常運作的公開證券交易所。新交所為公開市場，並且可讓香港投資者隨時進行買賣。其交易時段為星期一至星期五上午九時正至中午十二時正及下午一時正至下午五時正。新交所乃香港聯交所網站「認可證券交易所列表」所列的認可證券交易所之一。此外，根據香港聯交所網站的個別地區指南，新加坡的法定證券監管機構，即新加坡金融管理局，乃國際證監會組織關於諮詢及合作以及分享資料的多邊諒解備忘錄的完全簽約單位，而由於新加坡已與香港證券及期貨事務監察委員會採取適當的措施，故符合香港聯交所的國際監管合作要求。

新加坡並無任何外匯管制。新加坡採納一級企業稅制，從企業利潤中徵收的稅款為最終稅項目，而新加坡居民公司的稅後利潤可分配予股東作為免稅（一級）股息，不論股東為公司還是個人，亦不論股東是否為新加坡稅務居民。新加坡目前亦無

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對支付予居民或非居民股東的股息徵收預扣稅。新加坡並無就出售因長期投資目的而收購的股份所產生的收益或利潤徵收資本收益稅。

新加坡法律及法規提供與上市規則類似或更嚴謹的核心股東保護標準。具體而言，新加坡法律及法規賦予股東通過普通決議罷免董事的權力、在股東大會上有發言權及表決權以及查閱股東名冊的權利。此外，必須向股東發出股東大會的合理時間的書面通知，且須不少於親自或委任代表出席股東大會並於會上的股東的總投票權四分之三方能批准變更章程文件及公司自願清盤。另外，倘已發出特別通知，則可於股東大會上通過決議罷免核數師 — 就此而言，委任另一名核數師必須至少以親自或委任代表出席股東大會並於會上投票的股東的總投票權的四分之三批准。核數師的薪酬必須由股東於股東大會上釐定，或倘股東於上屆股東週年大會上授權，則由董事釐定。向股東發出的股東大會通知及通函將繼續於新交所網站(SGXNET) www.sgx.com及本公司網站www.centurioncorp.com.sg可供查閱。

建議除牌後，股東可選擇(i)持有股份(於最後買賣日期後將不再於香港聯交所上市及買賣)；或(ii)待股份存託於CDP及辦妥必要手續並符合適用法律後，持有於新交所上市及買賣的股份。

股東進行上文所載選擇而應採取的行動載於下文「股東應採取的行動」一節。

於2023年5月31日，根據CDP及香港股份過戶登記分處的報告，本公司已發行合共840,778,624股股份，包括：

- (i) 存託於CDP在新交所買賣的771,305,949股股份(佔已發行股份約91.74%)；
- (ii) 本公司控股股東羅先生及韓先生透過Centurion Properties或以其個人或其配偶名義持有的合共512,161,576股股份(佔已發行股份約60.92%)；

- (iii) 本公司其他董事(或其配偶)及行政總裁持有的74,143,735股股份(佔已發行股份約8.82%); 及
- (iv) 在香港聯交所買賣的69,472,675股股份(佔已發行股份約8.26%)。

2.2 建議除牌的理由

建議除牌的主要理由如下：

- (i) 自股份發售以來，於聯交所的股份交投量十分有限。自股份發售至2023年5月31日，在新交所買賣的本公司股份佔在香港聯交所及新交所的本公司股份總交投量約91.74%；
- (ii) 自股份發售以來，於2023年5月31日，在香港聯交所買賣的股份總數已從股份發售時超過11.2%減少至約8.26%。香港股東數目有限已證明香港投資者的需求甚微，未能推動股份於香港聯交所的流動性。反映出機構投資者更願意在其本國交易所(新交所)持有及買賣股份。因此，本公司並無合適機會利用香港聯交所平台於香港進行二次股權融資活動；及
- (iii) 維持股份於香港聯交所的上市地位必須承擔額外及重覆持續遵例責任，該等規定會產生額外成本及沉重行政負擔。

鑑於上述理由，董事認為建議除牌乃符合股東及本公司的整體最佳利益。

2.3 建議除牌的條件

根據上市規則第2A.08條及第6.11條，建議除牌須待下列條件達成後方可作實：

- (i) 股東於股東特別大會上通過普通決議案批准；
- (ii) 上市委員會批准；及

(iii) 本公司已向股東發出自股東批准建議除牌之日起最少三個月的建議除牌通知。

上述條件概不可獲豁免。

就條件(i)而言，本公司將於2023年7月25日(星期二)召開股東特別大會以尋求股東批准。股東特別大會通知載於本通函第EGM-1至EGM-4頁。由於本公司於新交所及香港聯交所僅有一種上市證券(即股份)，除股東外，建議除牌無須其他類別證券持有人的事先批准。就條件(ii)而言，如上文第2.1分節「緒言」一節內所述，本公司已於2023年6月5日申請相關批准。就條件(iii)而言，待股東於股東特別大會上批准建議除牌後，本公司預期將於本通函第ii頁所載指示時間表的日期向股東發出建議除牌的三個月通知。

根據上市規則，於股東特別大會上以普通決議案方式批准建議除牌須以投票方式表決。概無股東須於股東特別大會上就該決議案放棄投票。

股東務請注意，建議除牌須待(其中包括)上文所載條件(包括取得上市委員會及股東批准)達成後方可作實。該等條件不可豁免。因此，建議除牌可能生效亦可能不會生效。股東在買賣股份時務須審慎行事。

倘股東特別大會上未能獲得股東以普通決議案方式批准，建議除牌將不會實施，而股份將繼續於聯交所買賣。

2.4 建議除牌的影響

對本公司的影響

董事預期，實施建議除牌將不會攤薄本公司每股股份的資產淨值或盈利，對本集團的業務亦無不利影響，且預期將有助本公司節省成本。

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鑑於香港與新加坡的相關企業及證券法例大致相似，儘管建議除牌後的相關披露將不會經香港聯交所公告平台作出，自香港聯交所建議除牌將不會對本公司的披露或合規責任造成重大影響。

待建議除牌生效，本公司撤離香港聯交所主板後：

- (a) 本公司(於新加坡註冊成立)將繼續遵守新加坡相關企業及適用法例；
- (b) 本公司將不再受限於上市規則；
- (c) 股份將繼續於新交所上市且本公司將繼續遵守新交所的上市手冊及新加坡企業管治守則；及
- (d) 本公司的新聞稿副本及其他相關公司資料將繼續於新交所網站(SGXNET) www.sgx.com及本公司網站www.centurioncorp.com.sg可供查閱。

對股東的影響

建議除牌不會改變股東的權利及權益。本公司目前只有一類股份，不論於香港聯交所或於新交所交易，股份所附權利(包括投票權及股息權利)均為相同。

倘若股東欲於新交所進行交易，則彼必須首先在證券商開立交易戶口，並在CDP開立證券戶口或在任何寄存代理開立分戶，將股份從香港股東名冊分冊轉移到新加坡股東名冊總冊，然後將其存託於CDP。CDP證券戶口開立請參閱本通函附錄一第4段或聯繫本董事會函件第2.6(d)段所載新加坡證券商，彼等可協助閣下開立交易戶口及在CDP開立證券戶口或彼等作為寄存代理開立的分戶。新加坡並無外匯管制，包括香港投資者在內的所有外國投資者均可進入新交所買賣在新加坡上市的股票。董事相信，將股份從香港轉移至新加坡不會限制香港股東買賣股份。

香港股東應諮詢其在香港或新加坡的證券商，以了解有關開立交易戶口、CDP證券戶口或在寄存代理開立分戶的更多詳情，以及在新加坡交易其股份的安排。

2.5 股份買賣

股東及投資者務請注意，於最後買賣日期後，

- (a) 股份將不再於聯交所上市並停止於香港聯交所買賣；
- (b) 股份將過戶至新加坡股東名冊總冊，並將無法於香港聯交所買賣；及
- (c) 股份存置於CDP後，股份方可於新交所買賣。

為繼續買賣股份，閣下須將股份存託於CDP。為方便股份存置於CDP，只要股東按本通函附錄一第2.1段的規定提交完整文件，本公司會於最後買賣日期後60日內承擔股東將股份存置於CDP的費用。於該期間後向CDP存置或提取股份的所有股份轉讓成本、費用及開支均由要求轉讓的股東承擔。

建議除牌生效後，香港股東名冊分冊將關閉(目前預期為香港時間2024年1月2日(星期二))，香港股東名冊分冊上的股東名字將最終過戶至新加坡股東名冊總冊。新股票將於7個營業日內(即2024年1月11日或之前)發行及通過掛號郵件向該等股東寄發。此後，該等新股票將為唯一有效的所有權憑證，以取代所有香港股份過戶登記分處先前在香港發行的股票。

2.6 股東應採取的行動

閣下就建議除牌所涉股份採取任何行動前，應細閱本節以及本通函附錄一所載內容。本通函所載有關透過中央結算系統持有之股份之所有安排均已與中央結算系統協定。

董事會函件

- (a) 倘閣下欲於最後買賣日期／建議除牌生效後繼續在新交所交易股份，於香港股東名冊分冊關閉前(即2024年1月2日前)

倘閣下為股東

倘閣下所持股份以閣下名義登記於香港股東名冊分冊，而閣下欲於新交所繼續買賣相關股份，則須安排將股份存託於CDP。

股東需：

- (a) 確保彼於證券商擁有交易戶口，以及擁有CDP證券戶口或於CDP寄存代理開立的分戶，方能填寫及簽署香港銷戶申請表所載的交付指示。CDP證券戶口開立請參閱本通函附錄一第4段或聯繫本董事會函件第2.6(d)段所載的新加坡證券商，彼等可協助閣下開立交易戶口及在CDP開立證券戶口或彼等作為寄存代理的分戶；及
- (b) 填妥本通函所附香港銷戶申請表(一式兩份)(亦可於香港股份過戶登記分處獲取)，並將(i)已填妥並簽署的香港銷戶申請表；及(ii)其名下的相關股票一併遞交予香港股份過戶登記分處。

倘閣下透過中央結算系統持有股份

倘閣下(透過證券商或中央結算系統參與者)以香港中央結算(代理人)有限公司名義登記所持股份，且閣下欲於新交所繼續買賣股份，則於香港股東名冊分冊關閉前(即2024年1月2日前)，閣下可聯絡閣下的證券商或中央結算系統參與者(視情況而定)，安排該等股份自中央結算系統提取，並通過指定一個將用作存託該等股份的CDP證券戶口將閣下的股份存託於CDP。

股東需：

- (a) 確保其於證券商擁有交易戶口及擁有CDP證券戶口或於CDP寄存代理開立的分戶，方能填寫及簽署香港銷戶申請表所載的交付指示。有關CDP證券戶口開立請參閱本通函附錄一第4段或聯繫本董事會函件第2.6(d)段所載新加坡證券商，彼等可協助閣下開立交易戶口及在CDP開立證券戶口或彼等作為寄存代理的分戶；及
- (b) 聯繫其證券商／中央結算系統參與者，從其於中央結算系統的中央結算系統參與者股份戶口撤回該等股份，並將(i)已加蓋適當印花(即每次轉讓印花稅5港元)並由香港中央結算(代理人)有限公司與股東簽立的香港股份轉讓書；(ii)有關股票；及(iii)已填妥並簽署的本通函所附的香港銷戶申請表(一式兩份)(亦可於香港股份過戶登記分處獲取)遞交予香港股份過戶登記處。

在任何一種情況下，收到已加蓋適當印花的香港股份轉讓書(如適用)、香港銷戶申請表及相關股票後，香港股份過戶登記分處將採取一切必要行動，將股份從香港股東名冊分冊轉移至新加坡股東名冊總冊。香港股份過戶登記分處其後將通知新加坡主要股份過戶登記處有關轉移，新加坡主要股份過戶登記處須更新新加坡股東名冊總冊。完成後，新加坡主要股份過戶登記處將以股東(倘股東並無於香港銷戶申請表指定於CDP的證券戶口)或CDP(倘股東於香港銷戶申請表指定於CDP的證券戶口或於CDP寄存代理開立的分戶)的名義發行相關股票(視情況而定)，並將新股票通過掛號郵件寄發予股東或CDP(視情況而定)。根據股東已填妥並簽署的香港銷戶申請表中所載的交付指示(倘股東於香港銷戶申請表指定於CDP的證券戶口)，新加坡主要股份過戶登記處將與CDP安排將股份計入股東在CDP的證券戶口或於CDP寄存代理開立的分戶，則股東無須另行向CDP提交本通函附錄一第3段所載文件。

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股東務請注意，在新交所上市的股份為無紙化股份。此為兩個步驟。對於未有在香港銷戶申請表中指定CDP證券戶口或於CDP寄存代理開立的分戶的股東（由於彼等並無交易戶口及CDP證券戶口或於CDP寄存代理開立的分戶或希望持有實體股票而無需交易股份）將收到以股東名義發行的新股票。為於新交所進行無紙化股份交易，以股東名義發行的股票期後必須先通過向CDP提交本通函附錄一第3段所載文件存託於CDP。

股東應確保在交易股份之前，股份已計入其在CDP的證券戶口或於寄存代理開立的分戶。在通常情況下，上述步驟一般需要15個營業日方能完成。

在正常情況下，以下機構將收取費用：

- (i) 香港股份過戶登記分處就被轉移股份的轉移費(300.00港元)、郵費(20.00港元)及在香港股東名冊分冊上註銷的每張股票(2.50港元)所收取的費用總計為**322.50港元**(每張股票基準)；
- (ii) 新加坡主要股份過戶登記處將就於新加坡股東名冊總冊上發行的每張股票(2.16新加坡元)、在新加坡股東名冊總冊上進行的每次轉移(32.40新加坡元)及CDP存託費或CDP要求的此類其他費用(10.80新加坡元)所收取的費用總額為**45.36新加坡元**(每張股票基準)(包括現行8%的新加坡商品及服務稅)；
- (iii) 如適用，中央結算系統就從中央結算系統撤回股份按(a)撤回上市前，每手(以及每筆碎股)3.50港元；或(b)撤回上市後，每手(以及每筆碎股)1.00港元收取撤回費用，並收取香港股份轉讓書的印花稅每次轉讓5港元；及
- (iv) 如適用，新加坡證券商作為寄存代理收取50新加坡元作為開立分戶的手續費。

於最後買賣日期起六十日期間內(自2023年10月30日至2023年12月29日，包括首尾兩日)，本公司將承擔(i)香港股份過戶登記分處就將股份從香港轉移而收取的費用；(ii)新加坡主要股份過戶登記處就將上述股份存託於CDP所收取

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的費用；及(iii)本董事會函件第2.6(d)段中所列的新加坡證券商作為寄存代理開立分戶所收取的50新加坡元手續費。股東將承擔中央結算系統及中央結算系統參與者收取的費用，及從中央結算系統撤回股份的香港印花稅(每次轉讓5港元)。

閣下無須就開立交易戶口及CDP證券戶口支付費用。然而，在新交所出售閣下的股份(包括但不限於證券商出售股份時收取的經紀費，不論股份是存託於CDP證券戶口或於寄存代理開立的分戶)而產生的任何費用將由閣下承擔。倘閣下委聘一間新加坡證券商開立交易戶口及彼等作為寄存代理的分戶，而該證券商並非以下董事會函件第2.6(d)段所述的證券商，該證券商收取的所有該等費用將由閣下承擔。

鑑於(1)本公司將承擔最後買賣日期後六十日內(自2023年10月30日至2023年12月29日)有關將股份轉移並存託於CDP的幾乎所有費用(從中央結算系統撤回股份除外)；(2)本公司無法控制股份最終實益擁有人將(或不將)從中央結算系統撤回股份的時間及數量，且本公司聘請代理人(如香港股份過戶登記分處)管理償還程序的費用將高於實際向中央結算系統支付的撤回費用(撤回上市前每手交易單位3.50港元，或撤回上市後每手交易單位1.00港元，視情況而定)，本公司管理因從中央結算系統撤回股份而須向中央結算系統支付費用的償還程序實屬行政負擔(中央結算系統將向中央結算系統參與者收取費用，而中央結算系統參與者將向股份的最終實益擁有人收取費用)；及(3)倘股份仍可於香港聯交所進行買賣，股東無論如何將須承擔與出售股份相關的費用，董事會認為上述費用安排屬公平合理，且符合股東的利益。

有關股份轉移並存託於CDP的更多詳情，請參閱本通函附錄一。

(b) 倘閣下於香港股東名冊分冊關閉前(即2024年1月2日前)未有採取行動

倘閣下在香港股東名冊分冊關閉前(即2024年1月2日前)並未採取上述行動，閣下所持有的以閣下名義登記的股份將在香港股東名冊分冊關閉後(即2024年1月2日或之後)被存置於新加坡股東名冊總冊，且將不能在香港聯交所及新交所進行交易。閣下所持以香港中央結算(代理人)有限公司名義登記的股份將轉讓至新加坡股東名冊總冊並以香港中央結算(代理人)有限公司的名義登記，且無法於香港聯交所及新交所買賣。股東或香港中央結算(代理人)有限公司名義下的新股票連同相關轉讓契據副本(如本通函附錄一第3.1段所示，倘股東希望將股份存託於CDP)將於香港股東名冊分冊關閉後7個營業日內(即2024年1月11日或之前)通過掛號郵件寄發。

中央結算系統參與者須於中央結算系統指定的期限內向中央結算系統提供新股票所需面值。劃分面值一覽表可於2023年12月29日或之前遞交予香港股份過戶登記分處卓佳證券登記有限公司，或於2024年1月2日或之後遞交予新加坡主要股份過戶登記處。

本公司將承擔於2024年1月2日根據於2023年12月29日或之前提交的劃分面值一覽表，向於2024年1月2日名列香港股東名冊分冊的所有股東(包括香港中央結算(代理人)有限公司)發行新股票的費用。2024年1月2日之後發行新股票的費用將由股東承擔，每張新股票的發行費用為2.16新加坡元，由新加坡主要股份過戶登記處收取。除此費用外，處理劃分面值一覽表不會收取任何其他費用。

(c) 倘閣下欲使股份於香港股東名冊分冊關閉後(即2024年1月2日或之後)於新交所進行交易

倘閣下在香港股東名冊分冊關閉前(即2024年1月2日前)並未採取上述行動，閣下所持有的以閣下名義登記的股份將在香港股東名冊分冊關閉後(即2024年1月2日或之後)被存置於新加坡股東名冊總冊，且將不能在香港聯交所及新交所進行交易。

然而，在香港股東名冊分冊關閉後的任何時間（即2024年1月2日或之後），香港股東名冊分冊上的股東名稱已轉移至新加坡股東名冊總冊，倘閣下欲股份可於新交所進行交易，閣下可(i)倘股份以閣下名義登記，通過指定一個將用作存託該等股份的CDP的證券戶口或於寄存代理開立的分戶將股份存託於CDP；或(ii)倘股份以香港中央結算(代理人)有限公司的名義登記，則聯繫閣下的證券商或中央結算系統參與者(視情況而定)將該等股份從中央結算系統撤回，並通過指定一個將用作存託該等股份的CDP的證券戶口或寄存代理的分戶將股份存託於CDP。

股東需：

- (i) 確保彼於證券商擁有交易戶口及擁有CDP證券戶口或於CDP寄存代理開立的分戶，方能指定CDP的證券戶口或於寄存代理開立的分戶將股份存託於CDP。CDP證券戶口開立請參閱本通函附錄一第4段或聯繫本董事會函件第2.6(d)段所載新加坡證券商，彼等可協助閣下開立交易戶口及在CDP開立證券戶口或彼等作為寄存代理的分戶；
- (ii) 倘股份透過證券商或中央結算系統參與者持有，並以香港中央結算(代理人)有限公司的名義登記，則聯繫其證券商或中央結算系統參與者，以從中央結算系統的中央結算系統投資者戶口持有人股票戶口中撤回股份並將(i)由香港中央結算(代理人)有限公司與股東簽立的新加坡股份轉讓書(如實益擁有權並無變動，則無須繳納印花稅)；(ii)以香港中央結算(代理人)有限公司名義發行的相關股票；(iii)從中央結算系統投資者戶口持有人的股票戶口或其指定的中央結算系統參與者的股票戶口撤回股份的費用為每手(以及每筆碎股)1.00港元；及(iv)新加坡主要股份過戶登記處發行新股票的費用2.16新加坡元遞交予新加坡主要股份過戶登記處。倘閣下的股票以閣下名義登記，請跳過此步驟(ii)及以下步驟(iii)；

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- (iii) 新加坡主要股份過戶登記處將在收到上述第(ii)分段中的文件後，在7個營業日內更新新加坡股東名冊總冊、以股東的名義發行相關新股票並通過掛號郵件將新股票寄發予股東；及
- (iv) 收到新股票後，通過向CDP提交本通函附錄一第3段中所列的文件連同每份轉讓契據的CDP存託費10.80新加坡元(包括消費稅)，指定一個將用作存託該等股份的CDP的證券戶口或於寄存代理開立的分戶將股份存託於CDP。在將股份計入CDP證券戶口或於寄存代理開立的分戶之前，此過程需時約12個營業日。

股東亦可考慮選擇使用本董事會函件第2.6(d)段中所載的新加坡證券商的服務，彼等可協助閣下完成上述步驟(i)至(iv)。

有關於香港股東名冊分冊關閉後(即2024年1月2日或之後)股份轉移並存託於CDP安排的更多詳情，請參閱本通函附錄一第3段。

從中央結算系統的中央結算系統參與者股票戶口撤回股份及轉讓股份致使股份存託於CDP所產生的所有費用(包括每手(及碎股)1.00港元、發行每張新股票2.16新加坡元以及每份轉讓契據的CDP存託費10.80新加坡元)均由存託股份的股東承擔。倘閣下向寄存代理開立分戶而非CDP證券戶口，新加坡的證券商一般會收取50新加坡元的手續費，費用由閣下承擔。

僅供說明用途，倘閣下持有1,000股股份而於香港股東名冊分冊關閉後(即2024年1月2日或之後)欲於新交所買賣股份：

- (i) 股份以閣下名義登記，倘閣下開立交易戶口及於CDP開立證券戶口，則將股份存託於CDP需要支付10.80新加坡元，但倘閣下開立交易戶口及向寄存代理開立分戶，閣下將額外支付50新加坡元的手續費；或

- (ii) 倘股份透過證券商或中央結算系統參與者持有，並以香港中央結算(代理人)有限公司名義登記，則閣下將須承擔(i)每手股份(以及每筆碎股) 1.00港元以從中央結算系統撤回股份；(ii)2.16新加坡元就從香港中央結算(代理人)有限公司轉讓股份發行新股票到CDP名下；(iii)50新加坡元開立寄存代理分戶的手續費(如有)；及(iv) 10.80新加坡元將股份存託於CDP的費用。

閣下無須就開立交易戶口及CDP證券戶口支付費用。然而，於新交所出售閣下股份相關的任何費用(包括但不限於證券商出售股份時收取的經紀費，不論股份是存託於CDP證券戶口或於寄存代理開立的分戶)將由閣下承擔。

(d) 可提供協助的新加坡證券商

本公司已與Maybank Securities Pte. Ltd. (聯繫方式見本通函附錄二)進行討論，彼等表示願意為香港股東提供交易便利，以協助欲使用其服務的香港股東在最後買賣日期及建議除牌後在新交所有效交易其股份。Maybank Securities Pte. Ltd.將協助開立交易戶口及在CDP開立證券戶口或彼等作為寄存代理的分戶、在新加坡將股份存託於CDP，並向欲使用其服務的人士提供證券經紀服務，包括在新加坡轉讓、存託及交易股份。具體而言，Maybank Securities Pte. Ltd.提供的服務將按照雙方協定的正常客戶／股票經紀條款進行，其服務範圍包括如下：

- (i) 開立交易賬戶，安排新交所交易的執行及結算，包括股份交付及資金結算；
- (ii) 根據要求為股東開立CDP分戶，並擔任存託代理人；
- (iii) 安排將股份存託於CDP；及
- (iv) 應要求向股東提供託管及代理服務。

證券商開立交易戶口及CDP證券戶口以及根據上文(i)及(iii)段提供的服務並不會向閣下收取任何費用。然而，倘閣下要求證券商為閣下開立分戶，並由其作為寄存代理並提供上述第(ii)及(iv)段所述的服務，則需支付一次性手續費50新加坡元。此外，通過證券商出售股份時(無論股份存託於CDP證券戶口或證券商作為寄存代理的分戶)，閣下亦須支付證券商收取的經紀費用(不論股份是存託於CDP證券戶口或於寄存代理開立的分戶)。務請注意，在最後買賣日期後的六十日內(自2023年10月30日至2023年12月29日，包括首尾兩日)，Maybank Securities Pte. Ltd.收取之一次性手續費50新加坡元將由本公司承擔。

本公司對於Maybank Securities Pte.Ltd可能提供的服務表現或服務水平不作任何陳述。

股東亦可考慮聯繫其在香港營運而能夠協助在外國交易所(包括新交所)交易上市證券的經紀。然而，股東的香港經營的經紀所收取的所有該等費用將由股東承擔。

2.7 投資者協助

請仔細閱讀本通函以了解建議除牌的詳情。股東如對建議除牌有任何疑問，可聯絡：

(a) 自本通函日期至2023年12月29日止

卓佳證券登記有限公司(電話：852 2980 1333)或is-enquiries@hk.tricorglobal.com。

(b) 自2024年1月2日起

B.A.C.S. Private Limited (電話：65 6593 4848) 或 main@zicoholdings.com。

鑑於(i)本公司將承擔最後買賣日期後六十日內(自2023年10月30日至2023年12月29日)有關將股份轉移並存託於CDP的幾乎所有費用(從中央結算系統撤回股份除外)；(ii)本公司已安排新加坡證券商，可協助股東將股份存託於CDP，以盡量減少股東的不便；及(iii)經權衡建議除牌對本公司帶來的長期成本節約效果與對股東造成的不便，長遠而言為股東帶來更佳回報後，董事會認為上述安排屬公平合理，符合股東利益。

3. 股東特別大會及受委代表安排

3.1 召開股東特別大會的通知載於本通函第EGM-1至EGM-4頁。在股東特別大會上，將提呈一項普通決議案以批准建議除牌。根據上市手冊及上市規則，股東特別大會上的建議普通決議案的表決須透過投票方式進行。

3.2 股東特別大會安排

(a) 本公司謹訂於以下地點召開及舉行股東特別大會：(a)於新加坡，於Excellence Room, 45 Ubi Road 1, #05-01, Singapore 408696 (就新加坡股東而言)；及(b)於香港，於香港九龍觀塘道348號宏利廣場5樓透過視頻會議(就香港股東而言)舉行。

(b) 倘股東未能出席股東特別大會並擬委任一名／多名受委代表代其出席股東特別大會並於會上發言及投票，須按本通函隨附的委任代表表格上印列的指示填妥及簽署該表格，並按以下方式於2023年7月22日(星期六)下午二時正前(即股東特別大會指定舉行時間前最少72小時)送交本公司：

董事會函件

- (i) 如以專人或郵寄方式遞交，送達本公司註冊辦事處，地址為45 Ubi Road 1, #05-01, Singapore 408696 (就新加坡股東而言)或本公司香港股份過戶登記分處卓佳證券登記有限公司的辦事處，地址為香港夏慤道16號遠東金融中心17樓(就香港股東而言)；或
 - (ii) 如以電子方式提交，透過電子郵件發送掃描PDF副本至 egm@centurioncorp.com.sg 或上傳掃描PDF副本至 <https://www.centurioncorp.com.sg/EGM-2/submit-proxy-form>。
 - (c) 通過中央公積金(「CPF」)或補充退休計劃(「SRS」)持有股份的投資者(「CPF/SRS投資者」)，如欲於股東特別大會上投票，如對彼等獲委任為受委代表有任何疑問，應聯絡彼等各自的CPF代理銀行或SRS運營人。欲於股東特別大會上委任大會主席作為受委代表代表其投票的CPF/SRS投資者，應於2023年7月14日(星期五)下午二時正前(即股東特別大會日期前至少七(7)個工作日)與各自的CPF代理銀行或SRS運營人聯繫，提交彼等投票。通過結算所(或其代名人)，或相關中間人持有股份的投資者(CPF/SRS投資者除外)，如欲在股東特別大會上投票，應盡快與結算所(或其代名人)或其相關中間人聯絡，以提交投票。
 - (d) 股東填妥及交回委任代表表格後，仍可依願出席股東特別大會或其任何續會並於會上發言及投票。在此情況下，股東提交的相關委任代表表格將被視為已被撤銷，本公司保留終止受委代表進入股東特別大會程序的權利。
 - (e) 有關進一步詳情(包括於股東特別大會前提交問題)，請參閱股東特別大會通知。
- 3.3 除非其姓名／名稱在股東特別大會指定時間前72小時名列存託人名冊，否則存託人不會被視為有權出席股東特別大會並於會上發言及投票的股東。

4. 香港記錄日期

所有於香港記錄日期營業時間結束時的股份登記持有人均有權於股東特別大會上投票表決，所持每股股份可投一票。為釐定股東出席股東特別大會並於會上投票

的權利，所有香港股份過戶文件連同其相關股票須於2023年7月21日(星期五)下午四時三十分前送達本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓(就香港股東而言)。

為釐定登記於本公司新加坡股東名冊總冊及香港股東名冊分冊並有權出席股東特別大會並於會上投票的股東身份，有關兩(2)份股東名冊之間的股份轉移的所有必要文件、匯款連同相關股票須分別(a)不遲於2023年7月21日(星期五)下午五時正提交予本公司新加坡股份過戶登記總處B.A.C.S. Private Limited，地址為77 Robinson Road, #06-03 Robinson 77, Singapore 068896(就新加坡股東而言)及(b)不遲於2023年7月21日(星期五)下午四時三十分提交予本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓(就香港股東而言)。

5. 放棄投票

概無本公司董事或主要股東須就將於股東特別大會上提呈有關建議除牌的普通決議案放棄投票。

6. 董事的推薦建議

經考慮建議除牌的理由及資料，董事認為批准建議除牌符合本公司與股東的整體利益。因此，董事建議股東投票贊成將於股東特別大會上提呈有關建議除牌的普通決議案。

7. 董事責任聲明

本通函旨在遵照上市手冊及上市規則規定提供有關本公司的資料，董事願就本通函所載資料共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所深知及確信，本通函所載資料在各重大方面均準確完備，並無誤導或欺詐成分，

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亦無遺漏其他事實，致使本通函所載任何陳述有所誤導。倘本通函資料乃摘錄自已發佈或其他公開來源或從具名來源獲得，則董事的唯一責任為確保有關資料乃準確無誤地摘錄自該等來源及／或以適當形式及內容在本通函轉載。

8. 備查文件／展示文件

組織章程及本通函的副本(i)於本通函日期起直至股東特別大會日期(包括該日)的任何平日(不包括公眾假期)一般辦公時間內在本公司的註冊辦事處(地址為45 Ubi Road 1, #05-01, Singapore 408696)可供查閱；及(ii)於本通函日期起直至股東特別大會日期(包括該日)刊登於香港聯交所網站(www.hkexnews.hk)及本公司網站(www.centurioncorp.com.sg)。

上述文件的副本亦可透過新交所、香港聯交所及本公司的各自網站查閱。

此 致

列位股東 台照

為及代表董事會
勝捷企業有限公司
聯席主席
韓成元
羅敬惠
謹啟

2023年7月7日

1. 有關股份的資料

1.1 於新交所上市

本公司股份以新交所股份代號「OU8」於新交所主板上市及買賣。新交所乃新加坡的證券市場。

1.2 股東名冊

新加坡股東名冊總冊現由新加坡主要股份過戶登記處B.A.C.S Private Limited存置。自股份發售以來，本公司一直設有香港股東名冊分冊，由香港股份過戶登記分處存置。謹請留意，香港股東名冊分冊將於建議除牌生效後關閉（目前預期於香港時間2024年1月2日（星期二）），而香港股東名冊分冊的股東名稱將最終過戶新加坡主要股份過戶登記處存置的新加坡股東名冊總冊。新股票將於7個營業日內（即2024年1月11日或之前）發行及通過掛號郵件向該等股東寄發。此後，該等新股票將為唯一有效的所有權憑證，以取代所有香港股份過戶登記分處先前在香港發行的股票。

1.3 買賣

在新交所的股份買賣將以新加坡元進行。股份在新交所主板以每手買賣單位100股份買賣。有關在新交所買賣股份的經紀佣金可自由協商。在新加坡應支付的結算及交易費的支付比率分別為交易價值的0.0325%及0.0075%。結算費用及交易費用須繳納新加坡商品及服務稅（稅率目前為8.0%）。

1.4 於新加坡買賣的結算

在新交所上市及買賣的股份通過CDP記賬結算系統買賣，所有透過新交所進行的股份買賣及交易均須按照CDP證券戶口的操作條款及條件（經不時修訂）實施。

CDP(新交所的全資附屬公司)乃根據新加坡的法例註冊成立，作為一個寄存及結算組織行事。CDP為其賬戶持有人持有證券，並透過電子記賬方式處理有關CDP賬戶持有人所存置的證券戶口，從而協助提供賬戶持有人間的證券交易結算及交收。

股份將以CDP或其代名人的名義登記，並由CDP代表直接或通過寄存代理在CDP擁有證券戶口的人士持有。公司法及本公司的組織章程僅認可已登記的股份擁有人或持有人為股東。存託人及由CDP代為持有股份的寄存代理可能不會獲授股東的全部權利，如表決權、委任受委代表的權利或收取股東通函、委任代表表格、年報、招股章程及收購文件的權利。存託人及寄存代理將僅獲授予CDP按照CDP擔任外國證券的存託處的條款及條件可能給予彼等的有關權利。

在CDP開立的證券戶口中持有股份的人士可通過實物股票的形式，從記賬結算系統提取彼等擁有的股份數目。雖然該等股票將會是所有權的表面證據並且按照本公司組織章程可予轉讓，然而依照在新交所進行的交易，該等股票將不能有效進行交收。於從記賬結算系統提取股份及取得實物股票時，每提取1,000股或以下股份將須支付10.80新加坡元的費用，而每提取1,000股以上股份將須支付25新加坡元的費用。此外，須就已發行的每張股票向新加坡主要股份過戶登記處支付2.16新加坡元(或董事可能釐定的有關其他金額)的費用及須就最終交易價格按2%上限之費率向支付印花稅(倘股份以第三方的名義提取)。持有實物股票的人士如欲在新交所進行交易，必須將其股票連同已正式簽立及加蓋印章且以CDP為受讓人的轉讓文據存入CDP，並須在其進行欲進行的交易之前，在其各自的證券戶口中計入所寄存的股份數目。在CDP存入轉讓文據時，每份須支付10.80新加坡元的費用。

採用記賬結算系統的股份交易將透過於賣方的證券戶口扣去出售的股份數目以及於買方的證券戶口存入購買的股份數目予以反映。現時並無須就透過記賬方式交收的股份轉讓繳納印花稅。

於新交所徵收的新加坡股份交易結算費及交易費的支付比率分別為交易價值的0.0325%及0.0075%。結算費、交易費、轉讓契據存託費及股份提取費須繳納8.0%新加坡商品及服務稅。

股份買賣將以新加坡元進行，並通過CDP進行無紙交收。在新交所採用正常「備妥」條件進行的交易交收通常於交易日期後的第三個開市日進行，而證券的付款通常在翌日結清。CDP代表證券戶口投資者持有證券。投資者可在CDP開立一個直接證券戶口，或可開立寄存代理的分戶。寄存代理可以是新交所的成員公司、銀行、商人銀行或信託公司。

1.5 股息

在新交所買賣的股份的股息將以新加坡元宣派及派付。

閣下收取股息的方式將視乎閣下直接於自身的CDP證券戶口持有股份或透過寄存代理該寄存代理開立的分戶持有股份而定：

- 倘閣下直接於自身的CDP證券戶口持有股份，閣下的股息可直接存入閣下指定的新加坡元銀行賬戶。倘在股息入賬後，閣下欲將股息由新加坡元兌換為港元並在香港收取兌換款項，閣下將需要與閣下的新加坡銀行洽商。外匯兌換費用可能適用。
- 倘閣下透過寄存代理該寄存代理開立的分戶持有股份，閣下將需要聯絡閣下的寄存代理以得悉股息在存入寄存代理指定新加坡元銀行賬戶後將如何轉賬予閣下。倘閣下欲將股息由新加坡元兌換為港元並在香港收取兌換款項，閣下將需要與閣下的寄存代理洽商。外匯兌換費用可能適用。

1.6 外匯風險

在新交所買賣股份的股東務請注意，其買賣將以新加坡元進行。因此，股東應留意有關買賣的外匯風險。

1.7 股價資料

閣下可隨時向股票經紀人或專業顧問獲取股價資料(通過路透社、新交所網站 www.sgx.com 及其他股票市場資料服務)。

新交所亦設立一個名為「新交所投資者門戶網站(CDP)」的平台，使投資者可通過該平台獲得有關其持股情況、目前證券資產價值、本月或上個月交易記錄、交易賬號等最新資料。有關更多資料，股東可瀏覽<https://investors.sgx.com>。如欲進入「新交所投資者門戶網站(CDP)」，股東須在有關時間擁有在CDP開立的證券戶口以獲分配一個CDP用戶ID。

2. 在最後買賣日期／建議除牌生效後，惟於香港股東名冊分冊關閉前(即2024年1月2日之前)將股份從香港聯交所轉移至新交所

2.1 股份銷戶及寄存於CDP的程序

倘在香港聯交所買賣股票的股東希望在新交所進行買賣，必須將其股份從香港股東名冊分冊轉移至新加坡股東名冊總冊。股份銷戶及寄存於CDP涉及以下程序：

- (1) 倘股東的股份以股東名義登記，股東須填寫隨附本通函的香港銷戶申請表(一式兩份)(亦可從香港股份過戶登記分處獲取)，並將(i)已填妥並簽署的香港銷戶申請表；及(ii)其名下的相關股票遞交予香港股份過戶登記分處。

倘股東的股份已交由中央結算系統保管(通過證券商或中央結算系統參與者持有)，則股東必須首先聯繫其證券商或中央結算系統參與者從其中央結算系統的中央結算系統參與者股份戶口撤回該等股份，並向香港股份過戶登記分處提交(i)已加蓋適當印花(即每次轉讓印花稅5港元)並由香港中央結算(代理人)有限公司與股東簽立的香港股份轉讓書；(ii)相關股票；及(iii)已正式填妥並簽署的香港銷戶申請表。

- (2) 倘股東有意將股份直接計入其證券戶口或於CDP寄存代理開立的分戶，須在香港銷戶申請表中指明，將香港銷戶申請表及相關文件提交予香港股份過戶登記分處（按上文第(1)段所述進行）。股東需確保擁有證券戶口或於CDP寄存代理開立的分戶，方能填寫及簽署香港銷戶申請表所載的交付指示。CDP證券戶口開立請參閱本附錄第4段或聯繫本通函附錄二所載新加坡證券商，彼等可協助閣下開立交易戶口及在CDP開立證券戶口或彼等作為寄存代理的分戶。
- (3) 一旦收到香港銷戶申請表（一式兩份）、相關股票及（如適用）已加蓋適當印花並由香港中央結算（代理人）有限公司與股東簽立的香港股份轉讓書，香港股份過戶登記分處將採取一切必要措施將股份從香港股東名冊分冊轉移至新加坡股東名冊總冊。
- (4) 香港股份過戶登記分處及後須就轉移事項通知新加坡主要股份過戶登記處，接下來新加坡主要股份過戶登記處須更新新加坡股東名冊總冊。完成後，新加坡主要股份過戶登記處須以股東（倘股東並無於香港銷戶申請表指定於CDP的證券戶口或於CDP寄存代理開立的分戶）或CDP（倘股東於香港銷戶申請表指定於CDP的證券戶口或於CDP寄存代理開立的分戶）名義發行相關股票（視情況而定），並向股東或CDP交付股票（視情況而定）。
- (5) 根據股東已填妥並簽署的香港銷戶申請表中所載的交付指示，新加坡主要股份過戶登記處將與CDP安排將股份計入股東在CDP的證券戶口或於CDP寄存代理開立的分戶，則股東無須另行向CDP提交本附錄一第3段所載文件。股東務請注意，在新交所上市的股份為無紙化股份。此為兩個步驟。對於未有在香港銷戶申請表中指定CDP證券戶口或於CDP寄存代理開立的分戶的股東（由於彼等並無交易戶口及CDP證券戶口或於CDP寄存代理開立的分戶或希望

持有實體股票而無需交易股份)將收到以股東名義發行的新股票。為於新交所進行無紙化股份交易，以股東名義發行的股票期後必須先通過向CDP提交本附錄一第3段所載文件存託於CDP。股東須確保股份已計入存託於CDP的證券戶口或於CDP寄存代理開立的分戶，方可進行股份買賣。

在通常情況下，步驟(1)至步驟(4)一般需15個營業日方能完成。

對於在香港股東名冊分冊登記的股份及倘股份已存託於中央結算系統，任何相關過戶或買賣以從中央結算系統的中央結算系統參與者的股份戶口撤回股份均須繳納香港印花稅(每次轉讓5港元)。

2.2 收費

以下機構將收取費用：

- (i) 香港股份過戶登記分處就被轉移股份的轉移費(300.00港元)、郵費(20.00港元)及在香港股東名冊分冊上註銷的每張股票(2.50港元)所收取的費用總計為**322.50港元**(每張股票基準)；
- (ii) 新加坡主要股份過戶登記處將就於新加坡股東名冊總冊上發行的每張股票(2.16新加坡元)、在新加坡股東名冊總冊上進行的每次轉移(32.40新加坡元)及CDP存託費或CDP要求的此類其他費用(10.80新加坡元)所收取的費用總額為**45.36新加坡元**(每張股票基準)(包括現行8%的新加坡商品及服務稅)；
- (iii) 如適用，中央結算系統就從中央結算系統撤回股份按(a)撤回上市前，每手(以及每筆碎股)3.50港元；或(b)撤回上市後，每手(以及每筆碎股)1.00港元收取撤回費用，並收取香港股份轉讓書的印花稅每次轉讓5港元；及
- (iv) 如適用，新加坡證券商作為寄存代理收取50新加坡元作為開立分戶的手續費。

於最後買賣日期後六十日期間內(自2023年10月30日至2023年12月29日，包括首尾兩日)，本公司將承擔(i)香港股份過戶登記分處就將股份從香港轉移而收取的費用；(ii)向新加坡主要股份過戶登記處就將上述股份存託於CDP所收取的費用；及(iii)本通函附錄二所列新加坡證券商作為寄存代理開立分戶所收取的50新加坡元手續費。股東將承擔中央結算系統及中央結算系統參與者收取的費用，及從中央結算系統提取股份的香港印花稅(每次轉讓5港元)。

在上述最後買賣日期後六十日期間後(即2024年1月2日或之後)，所有因將股份存託於CDP而產生的費用均由股東承擔。

閣下無須就開立交易戶口及CDP證券戶口支付的費用。然而，在新交所出售閣下的股份而產生的任何費用(包括但不限於證券商出售股份時收取的經紀費，不論股份是存託於CDP證券戶口或寄存代理的分戶)將由閣下承擔。倘閣下委聘一間新加坡證券商作為寄存代理，而該經證券商並非本通函附錄二所載的證券商，該證券商收取的所有該等費用將由閣下承擔。

2.3 香港及新加坡的地址以讓股東交付或收取文件

卓佳證券登記有限公司(聯絡資料見附錄二)將繼續為香港股份過戶登記分處，自最後買賣日期起計六十日內(即2023年10月30日至2023年12月29日，包括首尾兩日)，閣下可在該公司收取或交付文件。此後(自2024年1月2日起)，文件只可在本公司的新加坡主要股份過戶登記處B.A.C.S. Private Limited(聯絡資料見附錄二)收取或交付。

3. 香港股東名冊分冊關閉後(即2024年1月2日或之後)買賣股份

3.1 將股份存託於CDP的程序

倘閣下不採取上述第2段所載的行動，閣下的股份將於香港股東名冊分冊關閉後(即2024年1月2日或之後)被存置於新加坡股東名冊總冊，且不能在香港聯交所及新交所進行買賣。為繼續於新交所買賣股份，閣下將需：

- (i) 確保閣下於證券商擁有交易戶口及擁有CDP證券戶口或於CDP寄存代理開立的分戶，方能指定CDP的證券賬戶或於寄存代理開立的分戶將股份存託於CDP。CDP證券戶口開立請參閱本通函附錄一第4段或聯繫本通函附錄二所載新加坡證券商，彼等可協助閣下開立交易戶口及在CDP開立證券戶口或彼等作為寄存代理的分戶；
- (ii) 倘閣下以香港中央結算(代理人)有限公司的名義登記所持股份(透過證券商或中央結算系統參與者持有)，則聯繫閣下證券商或中央結算系統參與者，以從中央結算系統的中央結算系統投資者戶口持有人股票戶口中撤回股份並將(1)由香港中央結算(代理人)有限公司與股東簽立的新加坡股份轉讓書(如實益擁有權並無變動，則無須繳納印花稅)；(2)以香港中央結算(代理人)有限公司名義發行的相關股票；(3)從中央結算系統參與者股票戶口撤回股份的費用為每手(以及每筆碎股)1.00港元；及(4)新加坡主要股份過戶登記處發行新股票的費用2.16新加坡元遞交予新加坡主要股份過戶登記處。倘閣下的股票以閣下名義登記，請跳過此步驟(ii)及以下步驟(iii)；
- (iii) 新加坡主要股份過戶登記處將在收到上述第(ii)分段中的文件後，在7個營業日內更新新加坡股東名冊總冊、以股東的名義發行相關新股票並通過掛號郵件將新股票寄發予股東；及
- (iv) 收到新股票後，通過向CDP提交下列所載文件連同每份轉讓契據的CDP存託費10.80新加坡元(包括消費稅)，指定一個將用作存託該等股份的CDP的證券

戶口或寄存代理的分戶將股份存託於CDP。將股份計入CDP證券戶口或於寄存代理開立的分戶過程需時約12個營業日。CDP將於股份記存至CDP證券戶口或寄存代理的分戶時通知閣下。

對於在新加坡股東名冊總冊上登記的股份，任何轉讓或交易均需繳納新加坡印花稅(如實益擁有權並無變動，則無須繳納印花稅)。

要將股份存託於CDP，閣下將需向CDP提交以下文件：

- 股票原件；
- 填妥的要求存入證券表格 (Request for Deposit of Securities Form)，可獲取自 <https://www.sgx.com/securities/retail-investor/cdp-forms>；
- 填妥每張股票的轉讓契據。務請確保閣下在轉讓契據上的簽名由除閣下的配偶以外的任何21歲以上人士見證。對於公司賬戶持有人，請確保轉讓契約由兩名授權簽署人正式簽署並註明日期。轉讓契約可獲取自 <https://api2.sgx.com/sites/default/files/2022-12/Transfer%20Deed%20Deposit.pdf?destination=/media/76012>；
- 付款證明；
- 填妥的彌償表格(由CDP接獲電郵後提供)；及
- 公司賬戶持有人將需提交實體KYC調查問卷(entity KYC questionnaire)。

上述文件將按以下其中一種方式提交予CDP：

- 投放至CDP的投遞箱；
- 郵寄至CDP；或
- 將經簽署表格連同所需支持文件電郵至CDP (asksgx@sgx.com)，標題註明：「存託股票」。

每份轉讓契據將收取10.80新加坡元(包括消費稅)的存託費。

一旦閣下的股份存託於閣下指定的CDP證券戶口，閣下可於未來任何時間在新交所買賣該等股份。

閣下亦可考慮選擇本通函附錄二所載的新加坡證券商服務，彼等可協助閣下完成上述步驟(i)至(iv)。

3.2 手續費

在上述最後買賣日期後的六十日期間之後(即2023年12月29日之後)，因存託股份而產生的所有費用將由閣下承擔，預計產生的費用如下：

- (a) 如適用，從中央結算系統投資者戶口持有人的股票戶口或其指定的中央結算系統參與者的股票戶口撤回股份的費用為每手(以及每筆碎股)1.00港元；
- (b) 新加坡主要股份過戶登記處發行新股票的費用為2.16新加坡元；
- (c) 每份轉讓契據的CDP存託費用為10.80新加坡元(包括消費稅)；及
- (d) 如適用，新加坡證券商作為寄存代理將收取50新加坡元作為開立分戶的手續費。

閣下無須就開立交易戶口及CDP證券戶口支付費用。然而，在新交所出售閣下股份相關的任何費用(包括但不限於證券商出售股份時收取的經紀費，不論股份是存託於CDP證券戶口或於寄存代理開立的分戶)將由閣下承擔。

4. 開立CDP證券戶口

倘閣下希望在新交所買賣閣下的股份，閣下將需：

- (a) 在作為新交所成員的股票經紀公司開立交易戶口；及
- (b) 直接在CDP開立證券戶口。

於CDP開立證券戶口，閣下將需：

- (a) 填妥CDP證券戶口開立表格；及
- (b) 向CDP提供身份證明文件及其他證明文件的副本(按CDP的規定進行認證)。

閣下需在CDP證券戶口開立表格中提供新加坡六間參與銀行之一的新加坡元銀行賬號。這是為方便CDP進行直接存入服務，該服務允許閣下將新加坡元股息付款或其他現金分派直接存入閣下指定的銀行戶口。CDP的直接存入服務對於希望開立CDP證券戶口的客戶而言屬強制性。

於市場上進行買賣之前，閣下亦需連接閣下的證券及交易戶口。為此，閣下可以聯繫閣下已開立交易戶口的經紀。

有關於CDP開立證券戶口的所需資料，包括所需的身份證明文件及證明文件、驗證及認證要求以及樣本表格，可於 <https://investors.sgx.com/cdp-account-opening/#/form-selection> 「CDP Account Opening」頁面獲取。

或者，閣下可通過新加坡的寄存代理建立分戶，該代理可為沒有直接戶口的投資者(例如非新加坡投資者)維護其分戶。

閣下不妨考慮聯繫(i)在香港營運而能夠協助香港人在外國交易所(包括新交所)交易上市證券的經紀；或(ii)本通函附錄二所載新加坡證券商，彼等可協助閣下開立交易戶口及在CDP開立證券戶口。閣下可能希望考慮與有關經紀人建立安排是否較開立閣下自身的CDP證券戶口或寄存代理的分戶簡單。

閣下無須就開立交易戶口及CDP證券戶口支付費用。然而，與寄存代理開立分戶將收取一次性手續費50新加坡元、在新交所出售閣下股份相關的任何費用(包括但不限於證券商出售股份時收取的經紀費，不論股份是存託於CDP證券戶口或於寄存代理開立的分戶)將由閣下承擔。閣下亦將負責承擔任何稅項，包括因出售股份可能產生的個人所得稅或資本利得稅。

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓
電話：(852) 2980 1333
傳真：(852) 2810 8185
電郵：is-enquiries@hk.tricorglobal.com

新加坡主要股份過戶登記處

B.A.C.S. Private Limited
77 Robinson Road
#06-03 Robinson 77
Singapore 068896
電話：(65) 6593 4848
電郵：main@zicoholdings.com

CDP

The Central Depository (Pte) Limited
11 North Buona Vista Drive
#06-07, The Metropolis Tower 2
Singapore 138589
電話：(65) 6535 7511
電郵：asksgx@sgx.com

新加坡證券商

Maybank Securities Pte. Ltd.
50 North Canal Road
Singapore 059304
聯絡人：MSSG客戶服務部
電話：(65) 6432 1888
電郵：MSSG_Helpdesk@maybank.com

股東特別大會通知



CENTURION CORPORATION LIMITED

勝捷企業有限公司*

(於新加坡共和國註冊成立的有限責任公司)

(公司註冊編號：198401088W)

(新交所股份代號：OU8)

(港交所股份代號：6090)

股東特別大會通知

除另有界定外，本通知所用詞彙與本公司刊發的日期為2023年7月7日的通函所賦予該等詞彙的涵義相同。

茲通知勝捷企業有限公司(「本公司」)謹訂於2023年7月25日(星期二)下午二時正假座：
(a)於新加坡，於Excellence Room, 45 Ubi Road 1, #05-01, Singapore 408696(就新加坡股東而言)；及(b)於香港，於香港九龍觀塘道348號宏利廣場5樓透過視頻會議(就香港股東而言)舉行股東特別大會(「股東特別大會」或「大會」)，以考慮並酌情通過下列決議案為普通決議案(無論有否任何修改)：

普通決議案

擬自願於香港聯合交易所有限公司主板撤回上市

「動議批准本公司普通股自願於香港聯合交易所有限公司主板撤回上市，並在本公司股東根據香港聯合交易所有限公司證券上市規則第6.11條批准後，授權本公司董事及彼等各自在彼等及／或彼可能認為權宜或必要或符合本公司利益的情況下完成及進行(或致使進行)一切行動及事宜(包括簽立一切所需文件)，以落實本普通決議案項下擬進行及／或授權的交易。」

承董事會命

謝鸞秋

陳明慧

公司秘書

新加坡，2023年7月7日

總部及主要營業地點

45 Ubi Road 1 #05-01

Singapore 408696

香港主要營業地點

香港

皇后大道中99號中環中心

57樓5705室

* 僅供識別

股東特別大會通知

附註：

1. (i) 非相關中間人*或結算所(或其代名人)的本公司股東(「股東」)有權出席股東特別大會(「股東特別大會」)並在會上發言及投票，或委任不超過兩(2)名受委代表以代表彼出席股東特別大會並在會上發言及投票。
- (ii) 身為相關中間人*或結算所(或其代名人)的股東可委任兩(2)名以上的受委代表出席股東特別大會，並在會上發言及投票，惟每位代表必須獲委任以行使該股東所持有的不同股份所附帶的權利。

* 「相關中間人」具有新加坡1967年公司法第181條所賦予的涵義。

2. 股東可委任大會主席作為其受委代表，但並非強制性。
3. 受委代表無須為股東。大會主席作為受委代表無須為股東。
4. 倘若委任人為一間公司，委任一名或多名代表的文據(「委任代表表格」)須簽立並加蓋印章或由正式授權主管人員或律師親筆簽署。
5. 委任代表表格並非供通過相關中間人持有股份的投資者(包括CPF/SRS投資者)使用，彼等使用或聲稱使用本委任代表表格作任何目的和用途均不具任何效力。

CPF/SRS投資者如對彼等獲委任為受委代表有任何疑問，應聯絡彼等各自的CPF代理銀行或SRS運營人。欲於股東特別大會上委任大會主席作為受委代表代表其投票的CPF/SRS投資者，應於**2023年7月14日下午二時正前**(即股東特別大會召開前至少七(7)個工作日)與各自的CPF代理銀行或SRS運營人聯繫，提交彼等投票。

通過結算所(或其代名人)，或相關中間人持有股份的投資者(CPF/SRS投資者除外)，如欲在股東特別大會上投票，應盡快與結算所(或其代名人)或其相關中間人聯絡，以提交投票。

6. 委任一名或多名受委代表的委任代表表格，經正式填妥並簽署後，須最遲於**2023年7月22日(星期六)下午二時正前**(即舉行股東特別大會指定時間前最少72小時)以下列方式提交至本公司，否則委任代表表格可能被視為無效：
 - (i) 倘以專人或郵寄方式遞交，送達本公司註冊辦事處，地址為45 Ubi Road 1, #05-01, Singapore 408696(「註冊辦事處地址」)(就新加坡股東而言)，或本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓(就香港股東而言)；或
 - (ii) 倘以電子方式提交，透過電子郵件發送掃描PDF副本至egm@centurioncorp.com.sg，或上傳掃描PDF副本至<https://www.centurioncorp.com.sg/EGM-2/submit-proxy-form>。
7. 股東填妥並交回委任代表表格後，仍可依願出席股東特別大會或其任何續會並於會上發言及投票。股東提交的相關委任代表表格將被視為已被撤銷，在此情況下，本公司保留終止受委代表參加股東特別大會會議的權利。

股東特別大會通知

8. 香港記錄日期

於2023年7月21日營業時間結束時的所有登記股份持有人均有權出席股東特別大會並在會上投票。為釐定股東出席股東特別大會並於會上投票之權利，所有股份過戶文件連同有關股票須於2023年7月21日(星期五)下午四時三十分前送抵本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。

9. 根據本公司組織章程第59條規定，上述提呈股東特別大會(及任何續會)付諸表決的普通決議應根據新加坡證券交易所有限公司(「新交所」)上市手冊及香港聯合交易所有限公司(「香港聯交所」)上市規則的規定以投票方式表決。

10. 於股東特別大會前提交問題

倘若股東對普通決議案有任何疑問，可於**2023年7月22日下午二時正**之前，通過以下任何一種方式提前將其問題提交：

- (i) 將閣下的問題附在委任代表表格中；或
- (ii) 於本公司網站投資者關係部分(<https://www.centurioncorp.com.sg/EGM-2/submit-questions>)提交閣下的問題；或
- (iii) 通過電子郵件將閣下的問題與姓名和身份證號(就新加坡股東而言)/姓名和地址(就香港股東而言)發送至egm@centurioncorp.com.sg。

本公司將致力於股東特別大會會議期間回應股東提出的重大及相關問題。股東提出的有關問題及本公司作出的回應將載入股東特別大會的會議記錄並於股東特別大會後一(1)個月內在本公司網站及新交所和香港聯交所網站發佈。對於性質基本相似的問題，本公司將合併處理；因此，不會逐個解決所有問題。

11. 寄發文件及獲取有關股東特別大會的文檔或資料

- (a) 股東特別大會通知同委任代表表格的印刷本已一併發送給股東。該等文件亦可於本公司網站URL: www.centurioncorp.com.sg或新交所網站或香港聯交所網站下載。
- (b) 通函已刊載於本公司網站(www.centurioncorp.com.sg)及新交所網站(www.sgx.com)及香港聯交所網站(www.hkexnews.hk)。
- (c) 通函的印刷本將寄發予香港股東，若新加坡股東要求，亦將予以提供。新加坡的股東可從本公司的網站URL: https://centurion.listedcompany.com/EGM-2_request_form.html和新交所網站(www.sgx.com)下載申請表(「申請表」)，並於2023年7月17日之前將填妥的表格電郵至egm@centurioncorp.com.sg或郵寄交回本公司註冊辦事處地址。

個人資料隱私：

「個人資料」具有新加坡個人資料保護法案2012所賦予的涵義，包括股東以及股東的受委代表及／或代表的姓名、地址、身份證／護照號碼。

股東特別大會通知

(a)提交文件委任大會主席或任何其他個人為受委代表及／或代表出席股東特別大會及／或其續會並於會上發言及投票，或(b)根據本股東特別大會通知於股東特別大會前提交問題，即表示股東同意本公司(或其代理或服務提供商)就以下目的(統稱為「目的」)收集、使用及披露該股東之個人資料：

- (i) 供本公司(或其代理或服務供應商)處理、管理及分析就股東特別大會(包括其續會)委任的受委代表及／或代表；
- (ii) 解答於股東特別大會前及／或於股東特別大會上收到由股東提出的重大及相關問題，如需要，就有關問題與相關股東跟進；
- (iii) 編製及編撰與股東特別大會(包括其續會)有關的出席名單、受委代表名單、會議記錄及其他文件；及
- (iv) 使本公司(或其代理或服務供應商)遵守任何適用法律、上市規則、法規及／或指引，以及

保證當股東向本公司(或其代理或服務供應商)披露其受委代表及／或代表的個人資料時，股東已事先徵得該受委代表及／或代表的同意，即同意本公司(或其代理或服務供應商)就目的收集、使用及披露該受委代表及／或代表的個人資料，並同意就股東違反保證而導致的任何懲罰、責任、索賠、要求、損失及損害向本公司作出賠償。此外，出席股東特別大會及／或其任何續會，表明股東同意本公司(或其代理或服務供應商)就任何目的收集、使用及披露股東的個人資料。