

## **CENTURION CORPORATION LIMITED**

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

### **MINUTES OF EXTRAORDINARY GENERAL MEETING**

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<b>PLACE</b>	: (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>DATE</b>	: 25 July 2023 (Tuesday)
<b>TIME</b>	: 2:00 p.m.
<b>PRESENT</b>	: As per Attendance List maintained by the Company.
<b>IN ATTENDANCE/ BY INVITATION</b>	: As per Attendance List maintained by the Company.
<b>CHAIRMAN OF THE MEETING</b>	: Mr Loh Kim Kang David (Joint Chairman of the Board) presided as Chairman of the Meeting

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*Unless herein defined, all capitalised terms defined in these minutes of Extraordinary General Meeting (“EGM” or “Meeting”) shall have the same meaning ascribed to them in the circular dated 7 July 2023 issued by the Company (“Circular”).*

#### **1. QUORUM**

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

There being a quorum, the Chairman declared the EGM open at 2:00 p.m..

#### **2. INTRODUCTION**

The Chairman introduced the Board members who attended in person (namely, Mr Han Seng Juan, Mr Wong Kok Hoe, Mr Teo Peng Kwang, Mr Gn Hiang Meng, Mr Owi Kek Hean, and Ms Tan Poh Hong) and via electronic means (Mr Lee Wei Loon) as well as the Chief Executive Officer, Chief Financial Officer, Company Secretary, and the Hong Kong Company Secretary. He conveyed apologies on behalf of Mr Chandra Mohan s/o Rethnam who was unable to attend the EGM due to personal commitment.

#### **3. NOTICE**

The Notice of EGM dated 7 July 2023 convening the Meeting, which had been sent to all shareholders as well as published on the websites of the Singapore Exchange Securities Trading Limited, via SGXNet, and The Stock Exchange of Hong Kong Limited and on the Company’s corporate website, and advertised in The Business Times, was agreed to be taken as read.

Shareholders were informed that the EGM was convened to seek shareholders' approval via Ordinary Resolution to approve the proposed voluntary withdrawal of listing of the Company's ordinary shares on the Main Board of The Stock Exchange of Hong Kong Limited ("Proposed De-Listing").

#### **4. VOTING BY WAY OF A POLL**

The Chairman informed shareholders that:

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

The validity of the Proxy Forms submitted by shareholders by the submission deadline of 2:00 p.m. on 22 July 2023 had been verified by both the Polling Agents in Singapore and Hong Kong, and the Scrutineer. The Scrutineer would also verify the votes cast by shareholders and proxyholders/corporate representatives at the Meeting.

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

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

#### **5. QUESTIONS ON THE PROPOSED DE-LISTING**

The Chairman informed the Meeting that the Company did not receive any questions from shareholders on the Proposed De-Listing by the cut-off time of 2:00 p.m. on 22 July 2023 and shareholders would be able to ask questions during the Meeting.

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

## 6. RESOLUTION PROPOSED AND SECONDED

### **PROPOSED VOLUNTARY WITHDRAWAL OF LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED – AS ORDINARY RESOLUTION**

The item on the agenda was to consider an Ordinary Resolution to approve the Proposed De-Listing.

It was noted that information on the Proposed De-Listing including the reasons for and conditions and effects of the Proposed De-Listing as well as actions to be taken by shareholders were set out in paragraph 2 of the Circular.

The Chairman proposed –

“That the motion as set out in the Notice of EGM dated 7 July 2023 be and is hereby passed as an Ordinary Resolution.”

The motion was seconded by Ms Seck Poh Soon @ Yeo Gek Mui.

The Chairman then invited questions from shareholders. A summary of questions raised by shareholders in Hong Kong at the Meeting and the responses from the Joint Chairmen of the Board and the Chief Executive Officer were set out in the Appendix 1 attached to these minutes.

There being no further questions and comments from shareholders, the Chairman put the motion to vote by poll.

## 7. VOTING

Shareholders and proxyholders/corporate representatives were given the time to cast their votes. Thereafter, the Chairman declared the voting session for the Ordinary Resolution closed. The Meeting was adjourned at 2:30 p.m. for the poll on the Ordinary Resolution to be counted and verified by the Scrutineer.

## 8. RESULTS OF POLL

The Meeting resumed at 2:31 p.m. for announcement of the poll results.

The poll results for the Ordinary Resolution, which were verified by the Scrutineer, were as follows:

	Number of votes cast	As a percentage of total number of votes for and against the resolution
FOR	523,340,225	99.88%
AGAINST	623,600	0.12%
<b>TOTAL</b>	<b>523,963,825</b>	<b>100.00%</b>

Based on the poll results, the Chairman declared the Ordinary Resolution carried and it was RESOLVED:

**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.”

**9. CONCLUSION**

There being no other business to transact, the Chairman declared the EGM of the Company closed at 2:32 p.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings of EGM held on 25 July 2023

*[Signed]*

Loh Kim Kang David  
Chairman of the Meeting