



## CENTURION CORPORATION LIMITED

勝捷企業有限公司\*

(Incorporated in the Republic of Singapore with limited liability)

(Co. Reg. No.: 198401088W)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM” or “Meeting”) of CENTURION CORPORATION LIMITED (the “Company”) will be held at Bras Basah Room, Raffles City Convention Centre (Level 4), 80 Bras Basah Road, Singapore 189560 on 26 April 2024 (Friday) at 10:00 am for the following purposes:

#### AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company and its subsidiaries for the financial year ended 31 December 2023 together with the Auditors’ Report thereon. **(Resolution 1)**
- To declare a final dividend of 1.5 Singapore cents per ordinary share, on a one-tier tax exempt basis, for the financial year ended 31 December 2023 (FY2023: Final dividend of 0.5 Singapore cent per ordinary share, one-tier tax exempt). **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to the Company’s Constitution:
  - Mr. Han Seng Juan (Regulation 89)  
[See Explanatory Note (i)] **(Resolution 3)**
  - Mr. Chan Wan Hong (Regulation 88)  
[See Explanatory Note (ii)] **(Resolution 4)**
  - Mr. Nicholas Kong Ming Leong (Regulation 88)  
[See Explanatory Note (iii)] **(Resolution 5)**
- To note the retirement of the following Directors who are retiring by rotation pursuant to Regulation 89 of the Company’s Constitution and will not be seeking re-election as Directors of the Company:
  - Mr. Chandra Mohan s/o Rethnam  
[See Explanatory Note (iv)]
  - Mr. Gn Hiang Meng  
[See Explanatory Note (iv)]
- To approve the payment of Directors’ fees of up to S\$520,115 for the financial year ending 31 December 2024, to be paid quarterly in arrears (FY2023: up to S\$497,738).  
[See Explanatory Note (v)] **(Resolution 6)**
- To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

##### 8. Share Issue Mandate

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “Companies Act”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be authorised and empowered to:

- issue shares in the capital of the Company (“shares”) whether by way of rights, bonus or otherwise, and/or
- make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
  - new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
  - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.”  
[See Explanatory Note (vi)] **(Resolution 8)**

By Order of the Board

Hazel Chia Luang Chew

Juliana Tan Beng Hwee

Company Secretaries

Singapore, 26 March 2024

#### Explanatory Notes:

- Ordinary Resolution 3 is to re-elect Mr. Han Seng Juan (“Mr. Han”) as a Non-Executive Director of the Company. Mr. Han will, upon re-election, remain as Non-Executive Director, Joint Chairman of the Board and a member of the Executive Committee. Mr. Han is a controlling shareholder of the Company. Save as disclosed in the Company’s Annual Report 2023, there are no relationships (including immediate family relationships) between Mr. Han and the other Directors, Chief Executive Officer (“CEO”), substantial shareholders of the Company or the Company.
- Ordinary Resolution 4 is to re-elect Mr. Chan Wan Hong (“Mr. Chan”) as an Independent Non-Executive Director of the Company. Mr. Chan will, upon re-election, remain as Independent Non-Executive Director and a member of the Remuneration Committee. He is considered independent for the purposes of Rule 210(5)(d) of the Listing Manual of the SGX-ST. Save as disclosed in the Company’s Annual Report 2023, there are no relationships (including immediate family relationships) between Mr. Chan and the other Directors, CEO, substantial shareholders of the Company or the Company.
- Ordinary Resolution 5 is to re-elect Mr. Nicholas Kong Ming Leong (“Mr. Kong”) as an Independent Non-Executive Director of the Company. Mr. Kong will, upon re-election, remain as Independent Non-Executive Director and a member of the Nominating Committee and Remuneration Committee. He is considered independent for the purposes of Rule 210(5)(d) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr. Kong and the other Directors, CEO, substantial shareholders of the Company or the Company.
- As announced by the Company on 27 December 2023, via SGXNet, both Mr. Chandra Mohan s/o Rethnam and Mr. Gn Hiang Meng, who have served on the Board since 17 May 2007, will not be seeking re-election and will be retiring as Independent Non-Executive Directors of the Company with effect from the conclusion of this AGM in line with the listing rule requirements announced on 11 January 2023 by the Singapore Exchange Regulation limiting the tenure of independent directors to 9 years.
- Ordinary Resolution 6 is to seek approval for the payment of Directors’ fees of up to S\$520,115 for the financial year ending 31 December 2024 (“FY2024”), to be paid quarterly in arrears. The amount of fees has been computed based on the Directors’ fee structure which remains unchanged from that of the financial year ended 31 December 2023.

Ordinary Resolution 6, if passed, will authorise the Company to make payment of fees to the Directors (including fees payable to members of the various Board Committees) during the financial year in which the fees are incurred, that is during FY2024, on a quarterly basis. If, for unforeseen reasons, payments are required to be made to the Directors in excess of the amount proposed, approval will be sought at the Company’s next AGM before any such payments are made.

- Ordinary Resolution 8, if passed, will empower the Directors of the Company from the date of the forthcoming AGM until the date of the next AGM to issue shares and/or to make or grant Instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such Instruments, up to a number not exceeding fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings).

\* Information on the Directors who are proposed to be re-elected can be found under the sections entitled “Board of Directors” and “Additional Information on Directors seeking Re-election” in the Company’s Annual Report 2023.

#### Notes:

- The AGM is being convened, and will be held, in a wholly physical format, at Bras Basah Room, Raffles City Convention Centre (Level 4), 80 Bras Basah Road, Singapore 189560 on 26 April 2024 at 10:00 am. **There will be no option for shareholders to participate virtually.**
- A member of the Company (“Member” or “Shareholder”) who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM.
  - A Member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member.
  - “Relevant Intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.

A Member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

- A proxy need not be a Member. The Chairman of the Meeting, as proxy, need not be a Member.
- 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.
- 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 AGM should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **10:00 am on 17 April 2024**, being at least seven (7) working days before the date of the AGM.

Investors holding shares through relevant intermediaries (other than CPF/SRS investors) who wish to vote at the AGM should approach their relevant intermediaries as soon as possible to submit their votes.

- The Proxy Form appointing a proxy or proxies, duly completed and signed, must be submitted to the Company no later than **10:00 am on 23 April 2024**, being not less than 72 hours before the time appointed for holding the AGM, in the following manner:
  - 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”); or
  - if submitted electronically, be submitted either by emailing a scanned PDF copy to [agm@centurioncorp.com.sg](mailto:agm@centurioncorp.com.sg), or by uploading a scanned PDF copy to <https://www.centurioncorp.com.sg/2024AGM-EGM/submit-proxy-form>,failing which the Proxy Form may be treated as invalid.

- Completion and return of the Proxy Form by a Member will not preclude him/her from attending, speaking and voting at the AGM if he/she subsequently wishes to do so, and by 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 AGM proceedings.

- Pursuant to Regulation 59 of the Company’s Constitution, each of the resolutions to be put to vote at the AGM (and at any adjournment thereof) shall be decided by way of poll as required by the Listing Manual of the SGX-ST.

#### 9. Submitting questions in advance of the AGM

Shareholders who have any questions in relation to the items of the agenda of the AGM can submit questions in advance, **by 10:00 am on 23 April 2024**, via any of the following options:

- annex your questions to your Proxy Forms; or
- submit your questions on the Investor Relations section of the Company’s website at <https://www.centurioncorp.com.sg/2024AGM-EGM/submit-questions>; or
- email your questions with your name and identification number to [agm@centurioncorp.com.sg](mailto:agm@centurioncorp.com.sg).

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

#### 10. Despatch of documents and access to documents or information relating to the AGM

- Printed copies of this Notice of AGM together with the Proxy Form and a Request 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](http://www.centurioncorp.com.sg) or, the website of the SGX-ST ([www.sgx.com](http://www.sgx.com)).
- The Company’s Annual Report 2023 has been published on the Company’s website ([www.centurioncorp.com.sg](http://www.centurioncorp.com.sg)) and on the website of the SGX-ST ([www.sgx.com](http://www.sgx.com)).
- Printed copies of the Company’s Annual Report 2023 will be made available to Shareholders upon request. Shareholders could return the completed Request Form either via email to [agm@centurioncorp.com.sg](mailto:agm@centurioncorp.com.sg) or by post, be lodged at the Company’s Registered Office Address, by 12 April 2024.

#### Personal data privacy:

By submitting a Proxy Form appointing the Chairman of the Meeting or any other person(s) as a proxy(ies) and/or representative(s) to attend, speak or vote at the AGM and/or any adjournment thereof, a Member (i) consents to the collection, use and disclosure of the Member’s personal data by the Company (or its agents or service providers) for the purposes of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof); and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the Member discloses the personal data of the Member’s proxy(ies) and/or representative(s) to the Company (or its agents 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 (iii) agrees that the Member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Member’s breach of warranty.

\* for identification purpose only