

The Singapore Exchange Securities Trading Limited, Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

This announcement is made by Centurion Corporation Limited (the “**Company**” pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in respect of the proposed amendments to the existing constitution of the Company (the “**Existing Constitution**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to seek approval from the shareholders of the Company (the “**Shareholders**”) to adopt the new constitution of the Company which consolidates all the proposed amendments to the Existing Constitution (the “**New Constitution**”) in substitution for, and to the exclusion of, the Existing Constitution in order to (among other things): (i) bring the Existing Constitution in line with the relevant requirements of the applicable laws of Singapore and the Listing Rules; (ii) incorporate provisions to allow and facilitate hybrid and electronic meetings; and (iii) make various consequential and housekeeping amendments to the Existing Constitution.

The main proposed amendments to the Existing Constitution which will be incorporated in the New Constitution include the following:

- (1) to insert the definition of “Associate” and “Connected Transaction”, and making corresponding changes to the relevant provisions;
- (2) to provide that the Company must hold an annual general meeting in each financial year, rather than each calendar year;

* For identification purpose only

- (3) to provide that all Shareholders shall have the right to speak and vote at a general meeting of the Company except if a Shareholder is required, by the Listing Rules to abstain from voting to approve the matter under consideration;
- (4) to clarify that Shareholders holding a minority stake (not higher than 10% of the voting rights, on a one vote per share basis, in the share capital of the Company) shall be able to convene an extraordinary general meeting of the Company and to add resolutions to the agenda for the extraordinary general meeting of the Company by giving a notice in writing to the Board or the secretary of the Company;
- (5) to allow a Shareholder which is a clearing house, to appoint representative(s) to attend any general meeting of the Company or any meeting of creditors of the Company (as the case may be), and such representative(s) so appointed shall be entitled to exercise the same rights and powers on behalf of the clearing house, including the right to vote and the right to speak;
- (6) to provide that any director appointed by the Board, whether to fill a casual vacancy or as an addition to the existing Board, shall hold office only until the first annual general meeting of the Company after his/her appointment and he/she shall be subject to re-election at such annual general meeting;
- (7) to clarify that the appointment and remuneration of the auditors of the Company must be approved by a majority of the Shareholders, and no Director or officer of the Company, or any of their employee shall be appointed as the auditors of the Company;
- (8) to clarify that the Shareholders may remove the auditor of the Company by way of an ordinary resolution at any time before the expiration of the term of office;
- (9) to clarify that the Company may be wound up under supervision of or by the court, or voluntarily by a special resolution of the Company;
- (10) to allow a general meetings of the Company to be held as a physical meeting, a hybrid meeting or an electronic meeting;
- (11) to update and provide for the procedures, rules and requirements for the convening, holding and conduct of general meetings (be it a physical meeting, an electronic meeting, or a hybrid meeting) and the powers of the Board and the chairman of the general meeting in relation thereto; and
- (12) to make other amendments to update or clarify provisions where the Board considers appropriate in accordance with or to better align with the wording in the applicable laws of Singapore and the Listing Rules.

The proposed adoption of the New Constitution is subject to the approval of the Shareholders by way of a special resolution at the forthcoming extraordinary general meeting of the Company to be held on Thursday, 27 April 2023 (“**EGM**”) and, if approved, will become effective immediately after the close of the EGM.

A circular setting out, among other things, details of the proposed amendments to the Existing Constitution, together with a notice of the EGM will be despatched to the Shareholders on 24 March 2023.

By order of the Board
Centurion Corporation Limited
Kong Chee Min
Chief Executive Officer

Hong Kong, 23 March 2023

As at the date of this announcement, the Board comprises Mr. Loh Kim Kang David, Mr. Wong Kok Hoe and Mr. Teo Peng Kwang as executive Directors; Mr. Han Seng Juan as non-executive Director; and Mr. Gn Hiang Meng, Mr. Chandra Mohan s/o Rethnam, Mr. Owi Kek Hean, Ms. Tan Poh Hong and Mr. Lee Wei Loon as independent non-executive Directors.