

SILVERLAKE AXIS LTD.

(Company Registration No. 202133173M) (Registered in Singapore)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("AGM") of SILVERLAKE AXIS LTD. (the "Company") will be convened and held at Banquet Suite, Level 10, M Hotel Singapore, 81 Anson Road, Singapore 079908 on Thursday, 26 October 2023 at 2.00 p.m. to transact the following business:

AS ORDINARY BUSINESS

To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2023 together **Ordinary Resolution 1** with the Directors' Statement and Auditors' Report thereon. To declare a final tax exempt 1-tier dividend of Singapore 0.60 cents per ordinary share for the financial year ended 30 June **Ordinary Resolution 2** 2023 as recommended by the Directors. To approve the payment of Directors' Fees of \$\$1,100,000 (2022: \$\$1,200,000) for the financial year ending 30 June 2024, **Ordinary Resolution 3** 3. to be paid quarterly in arrears. To re-elect Mr. Goh Peng Ooi, a director retiring pursuant to Regulation 108(1) of the Company's Constitution. 4. **Ordinary Resolution 4** [See Explanatory Note (i)(a)] To re-elect Ms. Goh Shiou Ling, a director retiring pursuant to Regulation 108(1) of the Company's Constitution. 5. Ordinary Resolution 5 [See Explanatory Note (i)(b)] To record the retirement of Tan Sri Dato' Dr. Mohd Munir Bin Abdul Majid as Director pursuant to Regulation 108(1) of the Company's Constitution at the conclusion of the AGM. [See Explanatory Note (i)(c)] To re-elect Mr. Mah Yong Sun, a director retiring pursuant to Regulation 108(1) of the Company's Constitution. Ordinary Resolution 6 [See Explanatory Note (i)(d)] To re-elect Mr. Chee Chin Leong, a director retiring pursuant to Regulation 107 of the Company's Constitution. **Ordinary Resolution 7** 8. [See Explanatory Note (i)(e)] To re-elect Emeritus Professor Tan Sri Dato' Dr. Chuah Hean Teik, a director retiring pursuant to Regulation 107 of the **Ordinary Resolution 8** Company's Constitution. [See Explanatory Note (i)(f)] To re-appoint Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 9**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without amendments):

To transact any other ordinary business which may properly be transacted at an AGM.

2. AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES

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

- (a) (i) allot and issue shares in the Company ("Shares"), whether by way of rights, bonus or otherwise; and/or
 - (ii) 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) options, 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,

(b) (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 such authority was in force,

Ordinary Resolution 10

provided that:

- (1) the aggregate number of Shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (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 per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- subject to such 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 total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of the Instruments or any convertible securities:
 - new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the rules, measures, guidelines, practice notes and other materials issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), in particular the SGX-ST Listing Manual and the Company's Constitution for the time being; and
- unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."

[See Explanatory Note (ii)]

RENEWAL OF SHARE PURCHASE MANDATE

"THAT:

- for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - on-market purchases (each a "Market Purchase") on the SGX-ST; and/or
 - off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being, be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Act:
- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
 - the date on which the next Annual General Meeting of the Company is held or required by law to be held; or
 - the date on which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
- In this Resolution:

"Prescribed Limit" means that number of issued Shares representing 10% of the total number of issued Shares of the Company as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings) unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the relevant period in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered; and

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, commission, clearance fees, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- in the case of a Market Purchase, 105% of the Average Closing Price; and
- in the case of an Off-Market Purchase, 120% of the Average Closing Price, (2)

where:

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) market days on which Shares were transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of making the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-market day period and on the day on which the purchases are made;

Ordinary Resolution 11

"date of the making of the offer" means the date on which the Company makes or announces its intention to make (as the case may be) an offer for the purchase or acquisition of Shares from shareholders stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"market day" means a day on which the SGX-ST is open for trading in securities; and

(e) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution."

[See Explanatory Note (iii)]

14. RENEWAL OF, AND AMENDMENTS TO INTERESTED PERSONS TRANSACTIONS ("IPT") GENERAL MANDATE

Ordinary Resolution 12

"THAT

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the SGX-ST for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the categories of interested persons transactions set out in the Company's Circular to Shareholders dated 11 October 2023 ("Circular") with interested persons set out in the Circular, provided that such interested persons transactions are carried out on normal commercial terms and in accordance with the review procedures for the interested persons transactions as set out in the Circular ("Expanded IPT General Mandate");
- (b) the Expanded IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting, or when the next Annual General Meeting is required by law to be held, whichever is earlier;
- (c) the Audit and Risk Committee of the Company be and is hereby authorised to take such actions as it deems proper in respect of the methods and procedures for the Expanded IPT General Mandate and/or to modify or implement such methods and procedures as may be necessary to take into consideration any amendments to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things including executing all such documents as may be required as they or he may consider expedient or necessary or in the interest of the Company to give effect to the Expanded IPT General Mandate and/or this Resolution."

[See Explanatory Note (iv)]

15. AUTHORITY TO OFFER AND GRANT AWARDS AND ALLOT AND ISSUE SHARES UNDER THE SILVERLAKE AXIS LTD. PERFORMANCE SHARE PLAN

Ordinary Resolution 13

"THAT, pursuant to Section 161 of the Act, the Directors of the Company be and are hereby authorised and empowered to offer and grant awards ("Awards") in accordance with the provisions of the Silverlake Axis Ltd. Performance Share Plan (the "PSP") and to allot and issue or transfer from time to time such number of fully paid-up new Shares as may be required to be allotted and delivered pursuant to the vesting of the Awards granted by the Company under the PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of Shares to be issued pursuant to the PSP shall not exceed ten per centum (10%) of the total issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier."

[See Explanatory Note (v)]

BY ORDER OF THE BOARD

Tong Shan Company Secretary

Singapore

Date: 11 October 2023 Explanatory Notes:

- (i) (a) Mr. Goh Peng Ooi, if re-elected under **Resolution 4** above, will remain as the Group Executive Chairman and member of Nominating Committee. Detailed information on Mr. Goh Peng Ooi can be found on page 10 of the Annual Report.
 - (b) Ms. Goh Shiou Ling, if re-elected under **Resolution 5** above, will remain as the Deputy Chief Executive Officer, the Chairman of Strategic Investment Committee and member of Remuneration Committee. Detailed information on Ms. Goh Shiou Ling can be found on page 11 of the Annual Report.
 - (c) Tan Sri Dato' Dr. Mohd Munir Bin Abdul Majid, who retires under Regulation 108(1) of the Company's Constitution, although eligible, has expressed his intention to retire at the AGM and will not be seeking for re-election. Tan Sri Dato' Dr. Mohd Munir Bin Abdul Majid will retire from the Board of Directors at the conclusion of the AGM and will concurrently cease to be Chairman of the Remuneration Committee and a member of the Audit and Risk Committee.
 - (d) Mr. Mah Yong Sun, if re-elected under **Resolution 6** above, will remain as an Independent Non-Executive Director, member of the Audit and Risk Committee and Strategic Investment Committee. Detailed information on Mr. Mah Yong Sun can be found on page 13 of the Annual Report.
 - (e) Mr. Chee Chin Leong, if re-elected under **Resolution 7** above, will remain as an Executive Director. Detailed information on Mr. Chee Chin Leong can be found on page 14 of the Annual Report.
 - (f) Emeritus Professor Tan Sri Dato' Dr. Chuah Hean Teik, if re-elected under **Resolution 8** above, will remain as an Independent Non-Executive Director. Detailed information on Emeritus Professor Tan Sri Dato' Dr. Chuah Hean Teik can be found on page 14 of the Annual Report.

Notice of Annual General Meeting (cont'd)

- (ii) **Resolution 10** above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares and make or grant Instruments convertible into Shares and to issue shares pursuant to such Instruments, up to a maximum of fifty per centum (50%) of the issued share capital of the Company (of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty per centum (20%) of the issued share capital of the Company) for such purposes as they consider would be in the interests of the Company.
- (iii) Please refer to the Company's Circular to Shareholders dated 11 October 2023 for more details on the renewal of Share Purchase Mandate.
- (iv) Please refer to the Company's Circular to Shareholders dated 11 October 2023 for more details on the renewal of, and amendments to, the IPT General Mandate.
- (v) **Resolution 13** proposed above is to authorise the Directors to grant share awards and to issue shares under the PSP approved by the shareholders of the Company at the Special General Meeting of the Company held on 27 October 2020.

Record Date and Payment Date for Final Dividend

Subject to the approval of members at the forthcoming AGM, the Register of Members and the Transfer Books of the Company will be closed from 5.00 p.m. on Tuesday, 7 November 2023 for the purpose of preparing dividend warrants for the final dividend ("Dividend").

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 up to 5.00 p.m. on Tuesday, 7 November 2023 (the "**Record Date**") will be registered to determine members' entitlements to the Dividend. Subject as aforesaid, persons whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on the Record Date will be entitled to the Dividend.

The Dividend, if approved by the members at the AGM, will be paid on Thursday, 16 November 2023.

Important Notes:

Format of Meeting

- 1. The AGM will be held in a wholly physical format, at the venue, date and time stated above. There will be no option for members to participate virtually.
- Printed copies of this Notice of AGM and the accompanying Proxy Form will be sent by post to members. These documents will also be published on the Company's corporate website at URL https://www.silverlakeaxis.com/investor-relation/shareholders-meetingsFY2023 and SGXNet at the URL https://www.sgx.com/securities/company-announcements.
- 3. Members, including CPF and SRS investors, are able to ask questions and vote at the AGM in person, or by appointing proxy(ies) and representative(s) to do so on their behalf.

Appointment of Proxy(ies)

- 4. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member's instrument appointing proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
- 5. 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. Where such member's instrument appointing proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.
 - "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Act.
- 6. A proxy may but need not be a member of the Company. A member may appoint the Chairman of the AGM as his/her proxy.
- 7. Members are advised to give specific instructions as to voting or abstentions from voting on the resolutions set out in the Proxy Form. The Proxy Form attached to the Notice of AGM can be downloaded from the Company's corporate website at URL https://www.silverlakeaxis.com/investor-relation/shareholders-meetingsFY2023 and SGXNet at the URL https://www.sgx.com/securities/company-announcements.
- 8. Members must submit the completed and signed Proxy Form by **2.00 p.m.** on **Monday, 23 October 2023** (being not less than seventy-two (72) hours before the time fixed for the AGM) either:
 - (i) by email to SAL2023AGM@boardroomlimited.com; or
 - (ii) **by post** to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.
- 9. The deposit of an instrument of proxy does not preclude a member concerned from attending and voting in person at the meeting, as well as for any adjournment of the meeting to which it relates. In such an event, the appointment of the proxy(ies) is deemed to be revoked by the member concerned at the point when the member attends the AGM.
- 10. Investors, including CPF/SRS investors, who hold shares through their relevant intermediaries (as defined in Section 181 of the Act), which would include in the case of CPF/SRS investors, their respective CPF Agent Banks/SRS Operators, may:
 - (a) vote at the AGM if they are appointed as proxies by their relevant intermediaries (including CPF Agent Banks or SRS Operators) and should contact them if they have any queries regarding their appointment as proxies; or
 - (b) appoint the Chairman of the AGM as proxy to vote on their behalf;

in which case, they should approach their relevant intermediaries to submit their voting instructions by 2.00 p.m. on Tuesday, 17 October 2023, being at least seven (7) working days before the AGM.

Submission of Questions

- 11. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing proxy(ies) (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing proxy(ies)). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing proxy lodged if such members are not shown to have shares entered against their names in the Depository Register as at seventy-two (72) hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.
- 12. Members, including CPF and SRS investors, may submit substantial and relevant questions relating to the business of the AGM in advance and in any case, not later than 2.00 p.m. on Wednesday, 18 October 2023 through any of the following means:
 - (a) by email to FY2023AGM@silverlakeaxis.com; or
 - (b) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632.
- 13. When submitting questions by post or via email, members should also provide the following details: (i) the member's full name; (ii) the member's address; and (iii) the manner in which the member holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip), for verification purposes.
- 14. The Company will address all substantial and relevant questions received from members by publishing its responses to such questions on the SGXNet and the Company's website at least 48 hours prior to the deadline for submission of the Proxy Forms.

Should there be subsequent clarification sought or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions either within a reasonable timeframe before the AGM, or at the AGM itself.

Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Access to Documents

- 15. The Annual Report 2023, Circular to Shareholders dated 11 October 2023, Notice of AGM and the Proxy Form for the AGM can be accessed from the Company's website at the URL https://www.silverlakeaxis.com/investor-relation/shareholders-meetingsFY2023 and SGXNet at the URL https://www.silverlakeaxis.com/investor-relation/shareholders-meetingsFY2023 and SGXNet at the URL https://www.sgx.com/securities/company-announcements.
- 16. Members may request for printed copies of the Annual Report 2023 and Circular to Shareholders dated 11 October 2023 by submitting your request to Boardroom Corporate & Advisory Services Pte Ltd no later than **Tuesday, 17 October 2023**, either by:
 - (i) completing the Request Form sent by post together with printed copies of this Notice and the accompanying Proxy Form; or
 - (ii) via https://bit.ly/SAL-Request2023



Scan To Request for Annual Report & Circular to Shareholders

Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) 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) 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), the members have obtained the prior consent of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the members 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.

Notice of Annual General Meeting (cont'd)

Additional information on Directors seeking for re-election:

Name of Director	Goh Peng Ooi	Goh Shiou Ling	Mah Yong Sun	Chee Chin Leong	Emeritus Professor Tan Sri Dato' Dr. Chuah Hean Teik
Date of appointment	23 August 2002	1 June 2015	27 August 2020	14 February 2023	1 October 2023
Date of last re-election (if applicable)	27 October 2021	27 October 2020	27 October 2020	-	-
Age	69	36	61	64	62
Country of principal residence	Malaysia	Malaysia	Singapore	Malaysia	Malaysia
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	Please refer to the Corporate Governance section in the Company's 2023 Annual Report.				
Whether appointment is executive, and if so, the area of responsibility	Executive. Provide top-level leadership and leads in setting the values and standards of the Company, instilling good corporate governance practices and playing a pivotal role in fostering effectiveness of the Board apart from overseeing the Group's business, focusing on strategic matters.	Executive. Leads the strategic investment team to contribute to the growth and value creation of the Company.	Non-Executive	Executive. Leads the upgrade of Partnership Programme.	Non-Executive
Job title	Group Executive Chairman	Deputy Chief Executive Officer	Independent Non- Executive Director	Executive Director	Independent Non- Executive Director
	Nominating Committee member	• Strategic Investment Committee Chairman	Audit & Risk Committee member		
		Remuneration Committee member	Strategic Investment Committee member		
Professional qualifications	Please refer to the Board of Directors section in the Company's 2023 Annual Report.				
Working experience and occupation(s) during the past 10 years	Please refer to the Board of Directors section in the Company's 2023 Annual Report.				
Shareholding interest in the listed issuer and its subsidiaries	<u>Deemed interest:</u> 1,862,760,568 shares in the Company	<u>Deemed interest</u> : 630,400 shares in the Company	-	Direct interest: 120,000 shares in the Company	-
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Yes. Zezz FundQ Pte. Ltd., a substantial shareholder of the Company, is wholly- owned by Mr. Goh. He is also the father of Ms. Goh Shiou Ling, the Deputy Chief Executive Officer of the Company.	Yes. Ms Goh is the daughter of Mr. Goh Peng Ooi, who is the Group Executive Chairman and substantial shareholder of the Company.	No	No	No
Conflict of interest (including any competing business)	None	None	None	None	None
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) of the Mainboard Rules has been submitted to the listed issuer	Yes	Yes	Yes	Yes	Yes
Items (a) to (k) of Appendix 7.4.1 of the Mainboard Rules	All items have been declared as "No".	All items have been declared as "No".	All items have been declared as "No".	All items have been declared as "No".	All items have been declared as "No".