



## 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 Atrium Ballroom, Holiday Inn Singapore Atrium, 317 Outram Road, Singapore 169075 on Friday, 25 October 2024 at 2.00 p.m. to transact the following business:

### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2024 together with the Directors' Statement and Auditor's Report thereon. **Ordinary Resolution 1**
2. To declare a final tax exempt 1-tier dividend of Singapore 0.36 cents per ordinary share for the financial year ended 30 June 2024 as recommended by the Directors. **Ordinary Resolution 2**
3. To approve the payment of Directors' Fees of S\$850,000 (2023: S\$1,100,000) for the financial year ending 30 June 2025, to be paid quarterly in arrears. **Ordinary Resolution 3**
4. To re-elect Mr. Goh Peng Ooi, a director retiring pursuant to Regulation 108(1) of the Company's Constitution. **Ordinary Resolution 4**  
[See Explanatory Note (i)(a)]
5. To re-elect Mr. Ong Kian Min, a director retiring pursuant to Regulation 108(1) of the Company's Constitution. **Ordinary Resolution 5**  
[See Explanatory Note (i)(b)]
6. To record the retirement of Datuk Yvonne Chia (Non-Independent Non-Executive Director with effect from 1 June 2024) as director pursuant to Regulation 108(1) of the Company's Constitution at the conclusion of the AGM. **Ordinary Resolution 6**  
[See Explanatory Note (i)(c)]
7. To re-appoint Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**  
[See Explanatory Note (i)(d)]
8. To transact any other ordinary business which may properly be transacted at an AGM. **Ordinary Resolution 6**  
[See Explanatory Note (i)(e)]

### AS SPECIAL BUSINESS

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

9. **AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES** **Ordinary Resolution 7**

"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,

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);

## Notice of Annual General Meeting (cont'd)

- (2) 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:
  - (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - (b) 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
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) 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
- (4) 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)]

### 10. RENEWAL OF SHARE PURCHASE MANDATE

Ordinary Resolution 8

"THAT:

- (a) 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:
  - (1) on-market purchases (each a "**Market Purchase**") on the SGX-ST; and/or
  - (2) 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**");

- (b) 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;
- (c) 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:
  - (1) the date on which the next Annual General Meeting of the Company is held or required by law to be held; or
  - (2) the date on which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (d) 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:

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

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;

"**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)]

## Notice of Annual General Meeting (cont'd)

### 11. RENEWAL OF INTERESTED PERSONS TRANSACTIONS GENERAL MANDATE

Ordinary Resolution 9

"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 10 October 2024 ("**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 ("**IPT General Mandate**");
- (b) the 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 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 IPT General Mandate and/or this Resolution."

[See Explanatory Note (iv)]

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

Ordinary Resolution 10

"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: 10 October 2024

## Explanatory Notes:

- (i) (a) Mr. Goh Peng Ooi, if re-elected under **Resolution 4** above, will remain as the Group Executive Chairman. Detailed information on Mr. Goh Peng Ooi can be found on page 7 of the Annual Report.
- (b) Mr. Ong Kian Min, if re-elected under **Resolution 5** above, will be redesignated to Non-Independent Non-Executive Director after the conclusion of the Annual General Meeting and will relinquish his role as Lead Independent Non-Executive Director and Chairman of Nominating and Remuneration Committee. He will remain as a member of Nominating and Remuneration Committee and a member of Audit and Risk Committee. Detailed information on Mr. Ong Kian Min can be found on page 9 of the Annual Report.
- (c) Datuk Yvonne Chia (Non-Independent Non-Executive Director with effect from 1 June 2024), who retires under Regulation 108(1) of the Company's Constitution, although eligible, has expressed her intention to retire at the AGM and will not be seeking re-election. Datuk Yvonne Chia will retire from the Board of Directors at the conclusion of the AGM and will concurrently cease to be a member of Nominating and Remuneration Committee and a member of the Strategic Investment Committee.
- (ii) **Resolution 7** 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) In relation to **Resolution 8**, please refer to the Company's Circular to Shareholders dated 10 October 2024 for more details on the renewal of Share Purchase Mandate.
- (iv) In relation to **Resolution 9**, please refer to the Company's Circular to Shareholders dated 10 October 2024 for more details on the renewal of the IPT General Mandate.
- (v) **Resolution 10** 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.

## Notice of Annual General Meeting (cont'd)

### 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 Thursday, 7 November 2024 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 Thursday, 7 November 2024 (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 Friday, 15 November 2024.

### 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.**
2. 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-meetingsFY2024> 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 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 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-meetingsFY2024> 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 Tuesday, 22 October 2024** (being not less than seventy-two (72) hours before the time fixed for the AGM) either :
  - (i) **by email** to [srs.proxy@boardroomlimited.com](mailto:srs.proxy@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 Wednesday, 16 October 2024**, being at least seven (7) working days before the AGM.
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 (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing proxy). 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.

## Notice of Annual General Meeting (cont'd)

### Submission of Questions

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 Thursday, 17 October 2024** through any of the following means:
  - (a) if submit by email, to be received by the Company at email [FY2024AGM@silverlakeaxis.com](mailto:FY2024AGM@silverlakeaxis.com); or
  - (b) if submit by post, to be deposited at the office of 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 shareholders by publishing its responses to such questions on the SGXNet and the Company's website at least forty-eight (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 2024, Circular to Shareholders dated 10 October 2024, 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-meetingsFY2024> and SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
16. Members may submit their request for printed copies of the Annual Report 2024 and Circular to Shareholders dated 10 October 2024 to Boardroom Corporate & Advisory Services Pte Ltd no later than **Wednesday, 16 October 2024**, either by:
  - (i) completing the Request Form sent by post together with printed copies of this Notice and the accompanying Proxy Form; or
  - (ii) email to [srs.requestform@boardroomlimited.com](mailto:srs.requestform@boardroomlimited.com)

### Personal data privacy:

By submitting an instrument appointing proxy and/or representative 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 proxy(ies) and representative(s) 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 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) 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.

Notice of Annual General Meeting (cont'd)

**Additional information on Directors seeking for re-election (as at 16 September 2024):**

*[Note : The direct/deemed interests of Goh Peng Ooi, Zezz FundQ Pte. Ltd. and Ong Kian Min have since changed after 16 September 2024. Please refer to the notification forms in respect of interests in securities of Goh Peng Ooi, Zezz FundQ Pte. Ltd. and Ong Kian Min released by the Company on 19 September 2024, 19 September 2024, 30 September 2024 and 3 October 2024 respectively, which may be accessed at <https://www.sgx.com/securities/company-announcements?value=SILVERLAKE%20AXIS%20LTD.&type=company>]*

Name of Director	Goh Peng Ooi	Ong Kian Min
Date of appointment	23 August 2002	9 January 2003
Date of last re-election (if applicable)	26 October 2023	27 October 2021
Age	70	64
Country of principal residence	Malaysia	Singapore
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 Annual Report 2024	
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.	Non-Executive
Job title	<ul style="list-style-type: none"> <li>• Group Executive Chairman</li> </ul>	<ul style="list-style-type: none"> <li>• Lead Independent Non-Executive Director</li> <li>• Independent Non-Executive Deputy Chairman</li> <li>• Chairman of Nominating and Remuneration Committee</li> <li>• Member of Audit and Risk Committee</li> </ul>
Professional qualifications	Please refer to the Board of Directors' section in the Company's Annual Report 2024	
Working experience and occupation(s) during the past 10 years	Please refer to the Board of Directors' section in the Company's Annual Report 2024	
Shareholding interest in the listed issuer and its subsidiaries	<u>Deemed interest:</u> 1,862,760,568 shares in the Company	<u>Direct interest:</u> 200,000 shares in the Company <u>Deemed interest:</u> 1,600,000 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 Group Chief Executive Officer and Deputy Executive Chairman of the Company.	No
Conflict of interest (including any competing business)	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
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".