



**SILVERLAKE AXIS LTD**

(Company Registration No. 32447)

(Incorporated in Bermuda)

**NOTICE IS HEREBY GIVEN** that a Special General Meeting ("**SGM**" or "**Meeting**") of Silverlake Axis Ltd ("**Company**") will be held by way of electronic means on 27 October 2020 at 2.30 p.m. or immediately after the conclusion or adjournment of the Annual General Meeting convened at 2.00 p.m. on the same day and at the same place for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions.

*All capitalised terms used in this notice of SGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 12 October 2020 ("**Circular**") in relation to, inter alia, the proposed adoption of the Silverlake Axis Ltd Performance Share Plan.*

**ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE SILVERLAKE AXIS LTD PERFORMANCE SHARE PLAN**

**THAT:**

- (a) the 2010 Plan be and is hereby terminated, provided that such termination shall be without prejudice to the rights of holders of awards outstanding under the 2010 Plan as at the date of such termination, and the Directors be and are hereby authorised to do any acts and things (including executing such documents as may be required) or take such steps as they may consider necessary to facilitate or as may be incidental to or in connection with the termination of the 2010 Plan;
- (b) a new performance share plan to be known as the "Silverlake Axis Ltd Performance Share Plan" ("**Plan**"), particulars of which are set out in the circular dated 12 October 2020 ("**Circular**"), under which awards ("**Awards**") of fully paid-up shares in the capital of the Company ("**Shares**") will be granted to, *inter alia*, selected directors and employees of the Company and its subsidiaries, be and is hereby approved; and
- (c) the Board of Directors of the Company be and is hereby authorised:
  - (i) to establish, implement and administer the Plan;
  - (ii) to modify and/or amend the Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
  - (iii) to grant Awards in accordance with the provisions of the Plan and to allot and issue or transfer from time to time such number of fully paid-up Shares as may be required to be issued or transferred pursuant to the vesting of Awards under the Plan, provided that the aggregate number of Shares available pursuant to the Plan and any other share-based schemes of the Company, shall not exceed ten per cent (10%) of the total issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time;
  - (iv) subject to the same being allowed by law, to apply any Share purchased or acquired under any share purchase mandate and held as treasury shares and to transfer and deliver such existing Shares (including any Shares held in treasury) towards the satisfaction of Awards granted under the Plan;
  - (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution; and
  - (vi) to delegate any of the above to any committee of the Board of Directors (including, without limitation, the Remuneration Committee).

## ORDINARY RESOLUTION 2: THE PROPOSED PARTICIPATION BY MS. GOH SHIOU LING IN THE PLAN

**THAT** subject to and contingent upon the passing of Ordinary Resolution 1, the participation by Ms. Goh Shiou Ling, an Associate of a Controlling Shareholder, in the Plan be and is hereby approved.

By Order of the Board of Directors  
**Silverlake Axis Ltd**

Joint Company Secretaries  
Tan Min-Li  
Priscilla Tan

12 October 2020

### Notes:

#### 1. Pre-Registration:

The SGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Alternative arrangements relating to, among others, attendance, submission of questions in advance and or/voting by proxy at the SGM are set out in this notice of SGM. This notice of SGM may be accessed at the URLs <https://www.sgx.com/securities/company-announcements> and <http://www.silverlakeaxis.com/investor-relation/shareholders-meetingsFY2020>.

Members will not be able to attend the SGM physically. Members who wish to participate at the SGM may watch the SGM proceedings via a live audio-visual webcast or live audio-only stream ("**Live Webcast**"). To do so, members must pre-register their details including full name (as per CDP/Script-based records), identification number (e.g. NRIC/ Passport Number/ FIN), shareholding type(s) (e.g. CDP/Script-based), email address and contact number (to enable the Company and/or its agents and service providers to authenticate their status as member) on the Company's SGM pre-registration website at the URL <https://online.meetings.vision/silverlakeaxis-agm-registration> before **2.00 p.m. on Saturday, 24 October 2020** ("**Registration Deadline**") for the Company to verify their status as members.

Verified members will receive an email by **3.00 p.m. on Monday, 26 October 2020** containing instructions to access the Live Webcast. Members must not forward the link or their log-in details to third persons who are not members or who are not entitled to attend the SGM proceedings.

Members who do not receive an email by **3.00 p.m. on Monday, 26 October 2020** but have registered before the Registration Deadline should contact the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. by email at [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com) or call the general telephone number at +65 6536 5355 during office hours.

#### 2. Submission of Questions:

**The Company will not be addressing any questions raised by the members during the Meeting.** Members who have any substantial and relevant questions in relation to any agenda item of this notice, shall send their queries to the Company in advance, by **2.00p.m. on Saturday, 24 October 2020** via email to [FY2020AGM@silverlakeaxis.com](mailto:FY2020AGM@silverlakeaxis.com).

The Company will endeavour to upload the Company's responses to substantial and relevant queries from members on the SGXNet and the Company's website by **Monday, 26 October 2020**.

#### 3. Submission of Proxy Form:

Members will not be able to vote through the Live Webcast and voting is only through submission of proxy form. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the SGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the SGM. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which, the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The accompanying proxy form for the SGM can be accessed at the Company's website at the URL <http://www.silverlakeaxis.com/investor-relation/shareholders-meetingsFY2020>, and is made available with this notice of SGM on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> on the same day.

For CPF or SRS investors who wish to appoint the Chairman of the Meeting as their proxy, they should approach their CPF and/or SRS Approved Nominees to submit their votes at least seven (7) working days before the SGM, i.e. by **2.30 p.m. on Friday, 16 October 2020**.

The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:

- (a) If submitted by post, it has to be deposited at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
- (b) If submitted electronically, it has to be submitted via email to the Company's Singapore Share Transfer Agent at [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com),

in either case, not less than 72 hours before the time appointed for holding the SGM, i.e. by **2.30 p.m. on Saturday, 24 October 2020**.

Any incomplete/improperly completed proxy form (including any proxy form which does not appoint the "Chairman of the Meeting" as proxy) will be rejected by the Company.

A member who wishes to submit an instrument of proxy must first **download, complete and sign the proxy form**, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy 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 the Chairman of the Meeting as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the Meeting as 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 the Chairman of the Meeting as proxy lodged if such members are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for the SGM, as certified by The Central Depository (Pte) Limited to the Company.

#### 4. Circular and other documents:

The Circular can be accessed from the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.silverlakeaxis.com/investor-relation/shareholders-meetingsFY2020>.

#### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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 Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special General Meeting (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 shareholders discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholders 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 shareholders will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.