

## **LETTER TO SHAREHOLDERS DATED 11 OCTOBER 2022**

This Letter is circulated to the Shareholders (as defined in this Letter) together with the 2022 Annual Report (as defined in this Letter). Its purpose is to explain to the Shareholders the rationale and provide information to the Shareholders for the proposed Renewal of Share Purchase Mandate (as defined in this Letter) and the proposed Renewal of IPT General Mandate (as defined in this Letter) to be tabled at the 2022 AGM (as defined in this Letter) to be held by way of electronic means on 27 October 2022 at 2.00 p.m.

The Notice of the 2022 AGM (as defined in this Letter) and a proxy form are enclosed with the 2022 Annual Report. If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your Shares (as defined in this Letter), you should hand this Letter, the 2022 Annual Report and the proxy form immediately to the purchaser or to the stockbroker or to the bank or to the agent through whom you effected the sale for onward transmission to the purchaser.

The SGX-ST (as defined in this Letter) assumes no responsibility for the correctness of any statements made, reports contained or opinions expressed in this Letter.



### **SILVERLAKE AXIS LTD.**

(Company Registration No. 202133173M)

(Registered in Singapore by transfer of registration on 23 September 2021)

#### **LETTER TO SHAREHOLDERS**

in relation to

**(I) THE PROPOSED RENEWAL OF SHARE PURCHASE MANDATE**

**(II) THE PROPOSED RENEWAL OF INTERESTED PERSON TRANSACTIONS (“IPT”) GENERAL MANDATE**

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## DEFINITIONS

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In this Letter, the following definitions shall apply throughout unless the context otherwise requires or unless otherwise stated:

### **General**

<b>“ACRA”</b>	The Accounting and Corporate Regulatory Authority of Singapore
<b>“AGM”</b>	The annual general meeting of the Company
<b>“Associate”</b>	Has the meaning ascribed to it under the Listing Manual
<b>“Audit and Risk Committee”</b>	The audit and risk committee of the Company
<b>“Board”</b>	The board of Directors of the Company for the time being
<b>“CDP”</b>	The Central Depository (Pte) Limited
<b>“Companies Act”</b>	The Companies Act 1967 of Singapore, as may be amended, varied or supplemented from time to time
<b>“Company”</b>	Silverlake Axis Ltd.
<b>“Constitution”</b>	The Constitution of the Company, as may be amended, varied or supplemented from time to time
<b>“Controlling Shareholder”</b>	A person who:  (a) holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control over a company
<b>“Directors”</b>	The director(s) of the Company as at the date of this Letter
<b>“EPS”</b>	Earnings per Share
<b>“FY2022”</b>	Financial year ended 30 June 2022
<b>“Group”</b>	The Company and its subsidiaries
<b>“IBM System i Products”</b>	As defined in the 2008 Circular
<b>“Interested Persons”</b>	A director, chief executive officer or controlling shareholder of the Company, or an Associate of any of them, as defined in the Listing Manual of the SGX-ST which may be amended from time to time
<b>“Interested Person Transactions” or “IPT”</b>	The categories of transactions with Interested Persons, as set out in the 2008 Circular
<b>“Latest Practicable Date”</b>	The latest practicable date prior to the issue of this Letter, being 19 September 2022
<b>“Letter”</b>	This letter to Shareholders dated 11 October 2022 in relation to the proposed Renewal of Share Purchase Mandate and proposed Renewal of IPT General Mandate to be disseminated to Shareholders for approval at the 2022 AGM
<b>“Listing Manual”</b>	The listing manual of the SGX-ST, as the same may be amended, varied or supplemented from time to time
<b>“Market Day”</b>	A day on which the SGX-ST is open for trading in securities
<b>“Market Purchase”</b>	As defined in Paragraph 3(c)(i) of this Letter
<b>“Master Licence Agreement” or “MLA”</b>	As defined in the 2008 Circular

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## DEFINITIONS

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<b>“Master Services Agreement” or “MSA”</b>	As defined in the 2008 Circular
<b>“Maximum Limit”</b>	As defined in Paragraph 3(a) of this Letter
<b>“month”</b>	Calendar month
<b>“NAV”</b>	Net asset value
<b>“NTA”</b>	Net tangible assets
<b>“Notice of the 2022 AGM”</b>	The notice of the 2022 AGM as set out in pages 221 to 228 of the 2022 Annual Report
<b>“Off-Market Purchase”</b>	As defined in Paragraph 3(c)(ii) of this Letter
<b>“Ordinary Resolution 10”</b>	Ordinary Resolution 10 relating to the proposed Renewal of Share Purchase Mandate as set out in the Notice of the 2022 AGM
<b>“Ordinary Resolution 11”</b>	Ordinary Resolution 11 relating to the proposed Renewal of IPT General Mandate as set out in the Notice of the 2022 AGM
<b>“Recurrent Transactions”</b>	Recurrent transactions of a revenue or trading nature engaged in by the Group with the Interested Persons in the ordinary course of business
<b>“Renewal of IPT General Mandate”</b>	The renewal of the 2021 IPT Mandate, and <b>“Renewed IPT General Mandate”</b> means such renewed mandate
<b>“Renewal of Share Purchase Mandate”</b>	The renewal of the 2021 Share Purchase Mandate, and <b>“Renewed Share Purchase Mandate”</b> means such renewed mandate
<b>“ROE”</b>	Return on earnings
<b>“Securities Accounts”</b>	The securities accounts maintained with CDP, but not including the securities accounts maintained with a Depository Agent
<b>“Services”</b>	As defined in the 2008 Circular
<b>“SFA”</b>	The Securities and Futures Act 2001 of Singapore, as may be amended, varied or supplemented from time to time
<b>“SGX-ST”</b>	Singapore Exchange Securities Trading Limited
<b>“Share Purchase”</b>	Purchase by the Company of Shares pursuant to the Share Purchase Mandate
<b>“Share Purchase Mandate”</b>	General mandate authorising Directors to exercise all powers of the Company to purchase or otherwise acquire its issued Shares upon and subject to the terms of such mandate set out in this Letter
<b>“Shareholders”</b>	Registered holders of Shares except that where the registered holder is CDP, the term <b>“Shareholders”</b> shall, in relation to such Shares and where the context admits, mean the Depositors whose direct securities accounts maintained with CDP are credited with Shares
<b>“Shares”</b>	The issued ordinary shares in the capital of the Company
<b>“SIC”</b>	Securities Industry Council
<b>“Substantial Shareholder”</b>	A person who has an interest in the Shares the nominal amount of which is not less than 5% of the nominal amount of all the voting shares of the Company
<b>“Take-over Code”</b>	The Singapore Code on Take-over and Mergers, as amended and modified from time to time
<b>“treasury shares”</b>	Has the meaning ascribed to it in Section 4 of the Companies Act

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## DEFINITIONS

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<b>“2008 Circular”</b>	The Company’s circular to Shareholders dated 2 October 2008
<b>“2008 IPT Mandate”</b>	The general mandate approved by Shareholders at the 2008 SGM to enable the Group and its associated companies or any of them to enter into any of the recurrent transactions falling within the types of IPT set out in the 2008 Circular with Interested Persons, provided that such IPT are carried out on normal commercial terms and in accordance with the review procedures for Recurrent Transactions set out in the 2008 Circular, for the purposes of Chapter 9 of the Listing Manual
<b>“2008 SGM”</b>	The special general meeting of the Company held on 24 October 2008
<b>“2021 AGM”</b>	The AGM held on 27 October 2021
<b>“2021 IPT Mandate”</b>	The 2008 IPT Mandate that was most recently renewed at the 2021 AGM
<b>“2021 Share Purchase Mandate”</b>	The share purchase mandate that was adopted at the 2021 AGM
<b>“2022 AGM”</b>	The AGM to be held on 27 October 2022
<b>“2022 Annual Report”</b>	The annual report of the Company for FY2022

### **Currencies, units and others**

<b>“S\$” and “cents”</b>	Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore
<b>“RM” and “sen”</b>	Malaysian Ringgit and sen respectively, the lawful currency of Malaysia
<b>“%” or “per cent”</b>	percentage or per centum

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The headings in this Letter are inserted for convenience only and shall be ignored in construing this Letter.

Any reference to a time of day in this Letter is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Letter between the listed amounts and the totals thereof are due to rounding.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine gender and neuter genders. References to persons shall, where applicable, include corporations and limited liability partnerships.

Any reference in this Letter to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, SFA or the Listing Manual or any statutory modification thereof and used in this Letter shall, where applicable, have the meaning ascribed to it under the Companies Act, SFA or the Listing Manual or any statutory modification thereof, as the case may be, unless otherwise provided.



**SILVERLAKE AXIS LTD.**

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

**LETTER TO SHAREHOLDERS**

**Directors**

Goh Peng Ooi (Group Executive Chairman)  
Andrew Tan Teik Wei (Group Managing Director)  
Goh Shiou Ling (Deputy Chief Executive Officer)  
Dr. Kwong Yong Sin (Non-Independent Non-Executive Director)  
Chee Hin Kooi (Non-Independent Non-Executive Director)  
Ong Kian Min (Lead Independent Non-Executive Director)  
Tan Sri Dato' Dr. Mohd Munir bin Abdul Majid (Independent Non-Executive Director)  
Datuk Yvonne Chia (Independent Non-Executive Director)  
Yano Satoru (Independent Non-Executive Director)  
Mah Yong Sun (Independent Non-Executive Director)

**Registered Address**

80 Robinson Road  
#02-00  
Singapore 068898

Date: 11 October 2022

To: The Shareholders of Silverlake Axis Ltd. ("**Shareholders**")

Dear Shareholders,

- I. PROPOSED RENEWAL OF SHARE PURCHASE MANDATE**
- II. PROPOSED RENEWAL OF INTERESTED PERSON TRANSACTIONS ("**IP**T") GENERAL MANDATE**

We refer to the Notice of the 2022 AGM of Silverlake Axis Ltd. ("**Company**") dated 11 October 2022 in respect of the annual general meeting to be held on 27 October 2022 by way of electronic means at 2.00 p.m. ("**2022 AGM**") and Ordinary Resolutions 10 and 11 ("**Ordinary Resolution 10**" and "**Ordinary Resolution 11**" respectively) set out under "Special Business" in the Notice of 2022 AGM.

The purpose of this letter ("**Letter**") is to provide Shareholders with information relating to (i) the proposed renewal of the Company's share purchase mandate, and (ii) the proposed renewal of the Company's general mandate to carry out certain interested person transactions, and to seek Shareholders' approval in relation thereof.

### I. PROPOSED RENEWAL OF SHARE PURCHASE MANDATE

#### 1. Background

Following the re-domiciliation of the Company from Bermuda to Singapore, Shareholders had approved a mandate (“**2021 Share Purchase Mandate**”) at the 2021 AGM to enable the Company to purchase or otherwise acquire issued ordinary shares not exceeding in a prescribed limit. The authority conferred on the Directors under the 2021 Share Purchase Mandate will expire at the forthcoming 2022 AGM unless renewed by the Shareholders.

Accordingly, the Directors propose to seek the approval of Shareholders for the renewal of the 2021 Share Purchase Mandate (“**Renewal of Share Purchase Mandate**”, and such renewed mandate, the “**Renewed Share Purchase Mandate**”), to take effect and continue in force until the conclusion of the next AGM in 2023, by way of an ordinary resolution. The resolution in respect of the Renewal of Share Purchase Mandate is set out in **Ordinary Resolution 10** in the Notice of the 2022 AGM. The purpose of this Letter is to provide Shareholders with information relating to, *inter alia*, the Renewal of Share Purchase Mandate.

#### 2. Rationale for the Renewal of Share Purchase Mandate

The rationale for the Company to undertake the purchase or acquisition of its Shares is as follows:

- (a) Share purchases may be considered as one of the ways through which shareholders’ value may be increased by enhancing the return on earnings (“**ROE**”) and/or net tangible assets (“**NTA**”) value per Share. This effect is greater the more undervalued the Shares are when they are purchased. If Shares are undervalued, this may be the most profitable course of action for the Company.
- (b) Buying back Shares also means that the Company’s earnings are now split among fewer Shares, meaning higher earnings per share (“**EPS**”).
- (c) Buying back Shares provides the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient, effective and cost-efficient manner.

The Directors further believe that Share purchases by the Company may help to mitigate short-term market volatility in the Company’s Share price, off-set the effects of short-term speculation and bolster Shareholders’ confidence.

By obtaining the Renewed Share Purchase Mandate, the Company will have the flexibility to undertake purchases of Shares at any time, subject to market conditions, during the period when the Renewed Share Purchase Mandate is in force. If and when circumstances permit, the Directors will decide whether to effect the Share purchases via Market Purchases (as defined below) or Off-Market Purchases (as defined below), after taking into account the amount of surplus cash available, the prevailing market conditions and the most cost-effective and efficient approach. The Directors do not propose to carry out buy-backs to an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity and/or the orderly trading of the Shares and/or the financial condition of the Group. Shareholders should also note that purchases or acquisitions of Shares pursuant to the Renewed Share Purchase Mandate may not be carried out to the full limit as authorised.

#### 3. Authority and Limits of the Renewed Share Purchase Mandate

Any purchase or acquisition of Shares by the Company shall be made in accordance with, and in the manner prescribed by the Companies Act, the Company’s Constitution and the Listing Manual, in particular, Rule 883(1) of the Listing Manual, and such other laws and regulations as may for the time being, be applicable. The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Renewed Share Purchase Mandate are summarised below:

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## LETTER TO SHAREHOLDERS

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### (a) **Maximum Number of Shares**

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

In accordance with Rule 882 of the Listing Manual, the total number of Shares which may be purchased or acquired by the Company pursuant to the Renewed Share Purchase Mandate shall not exceed **ten per cent (10%)** of the issued ordinary share capital of the Company as at the date on which the resolution authorising the Renewal of Share Purchase Mandate is passed ("**Maximum Limit**"), unless the Company has effected a cancellation of Shares pursuant to a reduction of its issued share capital, in accordance with the applicable provisions of the Companies Act, at any time during the relevant period (as defined in the Companies Act), in which event the total number of Shares of the Company shall be taken to be the total number of Shares as so altered. Shares held by the Company as treasury shares and subsidiary holdings shall be disregarded for purposes of computing the Maximum Limit.

Whilst the Renewed Share Purchase Mandate would authorise a purchase or acquisition of Shares up to the full 10% threshold, it should be noted that purchases or acquisitions of Shares pursuant to the Renewed Share Purchase Mandate may not be carried out up to the full 10% limit as authorised or at all and that no purchases or acquisitions of Shares will be made in circumstances which would or may have a material adverse effect on the financial position of the Company.

Purely for illustrative purposes, on the basis of 2,510,340,321 Shares in issue (excluding 186,132,479 treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming that no further Shares are issued on or prior to the 2022 AGM, not more than 251,034,032 Shares (representing 10% of the Shares in issue, excluding treasury shares and subsidiary holdings, as at that date) may be purchased or acquired by the Company pursuant to the Renewed Share Purchase Mandate.

Shareholders should note that this limit of 10% is subject further to the public float requirement as set out in detail in Paragraph 10(c) of this Letter.

### (b) **Duration of Authority**

The authority conferred on the Directors pursuant to the Renewed Share Purchase Mandate, unless varied or revoked by the Company in a general meeting, may be exercised by the Directors at any time and from time to time during the relevant period, which is the period commencing from the obtaining of the Renewed Share Purchase Mandate and expiring on the earliest of:

- (i) the conclusion of the next AGM or the date by which such AGM is required by law to be held;
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Renewed Share Purchase Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority contained in the Renewed Share Purchase Mandate is varied or revoked by ordinary resolution of the Company in a general meeting.

The Renewed Share Purchase Mandate may be renewed at each AGM or at an extraordinary general meeting of the Company.

### (c) **Manner of Purchases or Acquisitions of Shares**

Purchases or acquisitions of Shares may be effected by the Company by way of:

- (i) a market purchase, transacted on the SGX-ST through the ready market or the special trading counter on the SGX-ST trading system, through one or more duly licensed stock brokers appointed by the Company for the purpose ("**Market Purchase**"); and/or
- (ii) an off-market purchase effected pursuant to an equal access scheme in accordance with Section 76C of the Companies Act ("**Off-Market Purchase**").



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## LETTER TO SHAREHOLDERS

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The Directors may impose such terms and conditions which are not inconsistent with the Renewed Share Purchase Mandate, the Listing Manual and the Companies Act as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An Off-Market Purchase must, however, satisfy all the following conditions:

- (i) offers for the Share Purchase shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers are the same in respect of all persons offered, except that there shall be disregarded:
  - (aa) differences in consideration attributable to the fact that the offers may relate to Shares with different accrued dividend entitlements;
  - (bb) (if applicable) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
  - (cc) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

If the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, the Company shall, as required by Rule 885 of the Listing Manual in accordance with an equal access scheme as defined in Section 76C of the Companies Act, issue an offer document to all Shareholders. The offer document shall contain, *inter alia*, the following information:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed Share Purchases;
- (iv) the consequences, if any, of Share Purchases by the Company that will arise under the Take-over Code or any other applicable take-over rules;
- (v) whether the Share Purchase, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (vi) details of any Share Purchase made by the Company in the previous twelve (12) months (whether through Market Purchases or Off-Market Purchases), including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases; and
- (vii) whether the Shares purchased or acquired by the Company will be cancelled or kept as treasury shares.

(d) **Maximum Purchase Price**

The purchase price (excluding ancillary expenses such as brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for the Shares will be determined by the Directors. However, the purchase price to be paid for the Shares as determined by the Directors must not exceed the maximum price ("**Maximum Price**") as set out below:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price (as defined below) of the Shares, and
  - (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares,
- in each case, excluding related expenses of the purchase or acquisition.

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For the above purposes:

**“Average Closing Price”** means the average of the Closing Market Prices of the Shares over the last five (5) Market Days on the Shares are 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 the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs during the relevant five-day period and the day on which the purchases are made;

**“Closing Market Price”** means the last dealt price for a Share transacted through the SGX-ST’s Central Limit Order Book trading system as shown in any publication of the SGX-ST or other sources; and

**“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 holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

#### 4. Status of Purchased Shares

A Share when purchased or acquired by the Company is treated as cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Shares will expire on such cancellation and certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase), unless such Shares are held by the Company as treasury shares. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

At the time of each purchase or acquisition of Shares by the Company, the Directors may decide whether the Shares purchased will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, as the Directors deem fit in the interest of the Company at that time.

#### 5. Treasury Shares Held by the Company

Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

(a) **Maximum Number of Shares**

The number of Shares held as treasury shares cannot at any time exceed ten per cent (10%) of the total number of issued Shares.

(b) **Voting and Other Rights**

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividends may be paid, and no other distribution of the Company’s assets may be made to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury shares into treasury shares of smaller amount is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

Under Rule 704(28) of the Listing Manual, the Company must immediately announce any sale, transfer, cancellation and/or use of treasury shares held by it and state the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;

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## LETTER TO SHAREHOLDERS

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- (iii) number of treasury shares sold, transferred, cancelled and/or used;
- (iv) number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the treasury shares if they are used for a sale or transfer, or cancelled.

### 6. Disposal and Cancellation

Shares which are purchased or acquired by the Company may be cancelled or held by the Company as treasury shares. All cancelled shares will automatically be delisted by the SGX-ST. If cancelled, all rights and privileges attached to that Share shall expire on cancellation and certificates (if any) in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase.

Where purchased Shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to an employees' share scheme;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance of Singapore.

### 7. Source of Funds

The Company may use internal resources and/or external borrowings to finance the Company's purchase or acquisition of its Shares pursuant to the Renewed Share Purchase Mandate. The Directors do not propose to exercise the Renewed Share Purchase Mandate to such an extent that it would materially affect the working capital requirements or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

Where Shares are purchased or acquired, and cancelled:

- (a) if the Shares are purchased or acquired entirely out of the capital of the Company, the Company shall reduce the amount of its share capital by the total amount of the purchase price paid by the Company for the Shares (excluding brokerage, stamp duties, applicable goods and services tax, clearance fees and other related expenses) ("**Purchase Price**");
- (b) if the Shares are purchased or acquired entirely out of profits of the Company, the Company shall reduce the amount of its profits by the total amount of the Purchase Price; or
- (c) where the Shares are purchased or acquired out of both the capital and the profits of the Company, the Company shall reduce the amount of its share capital and profits proportionately by the total amount of the Purchase Price.

## 8. Solvency Test

Under the Companies Act, the Company may not enter into any share buy-back transaction unless it is solvent. Pursuant to the Companies Act, a company is solvent if the following conditions are satisfied:

- (a) there is no ground on which the company could be found to be unable to pay its debts;
- (b) if:
  - (i) it is intended to commence winding up of the company within the period of 12 months immediately after the date of the purchase or acquisition, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up;
  - (ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase or acquisition, become less than the value of its liabilities (including contingent liabilities).

## 9. Financial Effects

The financial effects of a Share Purchase pursuant to the Renewed Share Purchase Mandate on the Group will depend on, *inter alia*, whether the Shares are purchased or acquired out of profits and/or capital of the Company, the number of Shares purchased or acquired, the consideration price paid for such Shares and whether the Shares purchased or acquired are held as treasury shares or cancelled. Some of these factors are discussed below:

### (a) Number of Shares Acquired or Purchased

For illustration purposes only, based on 2,510,340,321 Shares, being the total number of Shares as at the Latest Practicable Date (excluding treasury shares and subsidiary holdings), and assuming that no further Shares are issued on or prior to the 2022 AGM, not more than 251,034,032 Shares (representing 10% of the issued share capital of the Company excluding treasury shares and subsidiary holdings) may be purchased or acquired by the Company pursuant to the Renewed Share Purchase Mandate.

### (b) Based on Maximum Price Paid for Shares Acquired or Purchased

- (i) In the case of a Market Purchase by the Company and assuming that the Company purchases or acquires the 251,034,032 Shares at the Maximum Price of S\$0.365 per Share (being the price equivalent to 5% above the average of the closing market prices of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 251,034,032 Shares is S\$91,627,422 (excluding brokerage, commission, applicable goods and services tax and other related expenses).
- (ii) In the case of an Off-Market Purchase by the Company and assuming that the Company purchases or acquires the 251,034,032 Shares at the Maximum Price of S\$0.418 per Share (being the price equivalent to 20% above the average of the closing market prices of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 251,034,032 Shares is S\$104,932,225 (excluding brokerage, commission, applicable goods and services tax and other related expenses).

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### (c) Illustrative Financial Effects

For illustrative purposes only, on the basis of the assumptions set out above, and assuming that the purchases of Shares are financed solely by internal resources, the financial effects of the purchase of Shares by the Company pursuant to the Renewed Share Purchase Mandate on the audited financial statements of the Group for the financial year ended 30 June 2022 as if the Renewed Share Purchase Mandate had been effective on 30 June 2022 would have been as follows:

#### **Purchases made out of capital**

**(A) Purchases made entirely out of capital and cancelled, and  
(B) Purchases made entirely out of capital and held as treasury shares.**

		<b><u>Market Purchase</u></b>		<b><u>Off-Market Purchase</u></b>	
		<b>(A)</b> Proforma After Buyback and Cancelled	<b>(B)</b> Proforma After Buyback and held as Treasury Shares	<b>(A)</b> Proforma After Buyback and Cancelled	<b>(B)</b> Proforma After Buyback and held as Treasury Shares
<b>(RM'000)</b>	Audited Before Buyback				
<b><u>Company</u></b>					
Shareholders' Funds	2,264,023	1,968,983	1,968,983	1,926,141	1,926,141
NTA	2,264,023	1,968,983	1,968,983	1,926,141	1,926,141
Current Assets	182,548	203	203	203	203
Current Liabilities	7,423	120,118	120,118	162,960	162,960
Cash and Cash Equivalents	182,345	-	-	-	-
Total Borrowings	175,342	288,037	288,037	330,879	330,879
Number of Shares including Treasury Shares ('000)	2,696,473	2,445,439	2,696,473	2,445,439	2,696,473
Treasury Shares ('000)	186,132	186,132	437,166	186,132	437,166
<b><u>Financial Ratios</u></b>					
NTA per Share (sen)	90.19	87.15	87.15	85.25	85.25
Current Ratio (times)	24.59	0.00	0.00	0.00	0.00
Gearing Ratio (times)	0.08	0.15	0.15	0.17	0.17
<b><u>Group</u></b>					
Shareholders' Funds	962,061	667,021	667,021	624,179	624,179
NTA	619,909	324,869	324,869	282,027	282,027
Net Profit	182,703	182,703	182,703	182,703	182,703
Current Assets	1,047,056	752,016	752,016	709,174	709,174
Current Liabilities	269,575	269,575	269,575	269,575	269,575
Cash and Cash Equivalents	548,935	253,895	253,895	211,053	211,053
Total Borrowings	200,922	200,922	200,922	200,922	200,922
<b><u>Financial Ratios</u></b>					
NTA per Share (sen)	24.69	14.38	14.38	12.48	12.48
Basic EPS (sen)	6.85	7.56	7.56	7.56	7.56
ROE (%)	19%	27%	27%	29%	29%
Current Ratio (times)	3.88	2.79	2.79	2.63	2.63
Gearing Ratio (times)	0.21	0.30	0.30	0.32	0.32

## LETTER TO SHAREHOLDERS

### **Purchases made out of profits**

**(C) Purchases made entirely out of profits and cancelled, and  
(D) Purchases made entirely out of profits and held as treasury shares.**

<b>(RM'000)</b>	Audited Before Buyback	<b><u>Market Purchase</u></b>		<b><u>Off-Market Purchase</u></b>	
		<b>(C)</b> Proforma After Buyback and Cancelled	<b>(D)</b> Proforma After Buyback and held as Treasury Shares	<b>(C)</b> Proforma After Buyback and Cancelled	<b>(D)</b> Proforma After Buyback and held as Treasury Shares
<b><u>Company</u></b>					
Shareholders' Funds	2,264,023	1,968,983	1,968,983	1,926,141	1,926,141
NTA	2,264,023	1,968,983	1,968,983	1,926,141	1,926,141
Current Assets	182,548	203	203	203	203
Current Liabilities	7,423	120,118	120,118	162,960	162,960
Cash and Cash Equivalents	182,345	-	-	-	-
Total Borrowings	175,342	288,037	288,037	330,879	330,879
Number of Shares including					
Treasury Shares ('000)	2,696,473	2,445,439	2,696,473	2,445,439	2,696,473
Treasury Shares ('000)	186,132	186,132	437,166	186,132	437,166
<b><u>Financial Ratios</u></b>					
NTA per Share (sen)	90.19	87.15	87.15	85.25	85.25
Current Ratio (times)	24.59	0.00	0.00	0.00	0.00
Gearing Ratio (times)	0.08	0.15	0.15	0.17	0.17
<b><u>Group</u></b>					
Shareholders' Funds	962,061	667,021	667,021	624,179	624,179
NTA	619,909	324,869	324,869	282,027	282,027
Net Profit	182,703	182,703	182,703	182,703	182,703
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Cash and Cash Equivalents	548,935	253,895	253,895	211,053	211,053
Total Borrowings	200,922	200,922	200,922	200,922	200,922
<b><u>Financial Ratios</u></b>					
NTA per Share (sen)	24.69	14.38	14.38	12.48	12.48
Basic EPS (sen)	6.85	7.56	7.56	7.56	7.56
ROE (%)	19%	27%	27%	29%	29%
Current Ratio (times)	3.88	2.79	2.79	2.63	2.63
Gearing Ratio (times)	0.21	0.30	0.30	0.32	0.32

#### **Notes:**

- (1) NTA per Share is calculated by the NTA divided by the number of shares excluding treasury shares as at 30 June 2022.
- (2) Basic EPS is calculated by the profit attributable to shareholders divided by the weighted average number of shares excluding treasury shares.
- (3) Current ratio is derived based on current assets divided by current liabilities.



Shareholders should note that the financial effects, based on the respective aforementioned assumptions, are only for illustrative purposes. In particular, it is important to note that it is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions that may be made pursuant to the Renewed Share Purchase Mandate on the NTA per Share and Basic EPS, as the resultant effect would depend on the factors such as the aggregate number of Shares purchased, the purchase price paid at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases or acquisitions. The above analysis is based on historical numbers as at 30 June 2022, and is not necessarily representative of future financial performance.

It should also be noted that purchases or acquisitions of Shares by the Company pursuant to the Renewed Share Purchase Mandate would only be made in circumstances where it is considered to be in the best interest of the Company, and the purchases or acquisitions of Shares may not be carried out to the Maximum Limit. Further, the Directors would emphasise that they do not propose to carry out Share Purchases to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial position of the Company or the Group, or results in the Company being delisted from the SGX-ST.

#### 10. Requirements in the Listing Manual and Companies Act

- (a) Under Rule 886 of the Listing Manual, a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 am (i) in the case of a Market Purchase, on the market day following the day on which the Market Purchase was effected, and (ii) in the case of an Off-Market Purchase, on the second market day after the close of acceptances of the offer. The notification of such purchases or acquisitions to the SGX-ST shall be in such form, and shall include such details, as may be prescribed by the SGX-ST in the Listing Manual.

The Company shall, within thirty (30) days of the passing of a resolution to approve the Renewed Share Purchase Mandate, lodge a copy of such resolution with ACRA.

Further, within thirty (30) days of a purchase of Shares, the Company shall lodge with (i) ACRA the notice of the purchase in the prescribed form, such notification including, *inter alia*, details of the purchase, the total number of Shares purchased by the Company, the total number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued ordinary share capital before the purchase and after the purchase, the amount of consideration paid by the Company for the purchase, and whether the Shares were purchased out of the profits or the capital of the Company and such other particulars as may be required in the prescribed form.

- (b) The Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time(s). However, as the Company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Renewed Share Purchase Mandate in the following circumstances:
- (i) at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of a decision of the Board until the price-sensitive information has been publicly announced, and
  - (ii) in particular, in accordance with Rule 1207(19) of the Listing Manual on securities dealings, the Company would not purchase or acquire any Shares through Market Purchases during the period of one (1) month immediately preceding the announcement of the Company's half year and full-year results.

- (c) Rule 723 of the Listing Manual requires a company to ensure that at least 10% of total number of issued shares (excluding preference shares and convertible equity securities) in a class that is listed are held by public shareholders. The “public”, as defined under the Listing Manual, are persons other than the directors, chief executive officer, substantial shareholders or controlling shareholders of the Company and its subsidiary companies, the associates of such persons and founding shareholders and management team of special purpose acquisition company and their associates. The Company is of the view that there is a sufficient number of Shares in issue held by public shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the Maximum Limit under the Renewed Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST, causing market illiquidity or affecting orderly trading.

**As at the Latest Practicable Date, there are approximately 590,845,926 Shares in the hands of the public, representing approximately 23.54% of the issued ordinary share capital excluding treasury shares of the Company. To comply with the minimum public float requirement of the Listing Manual, the Company will purchase its shares only to the extent that it will not result in less than 10% of its issued ordinary share capital being held by public shareholders. Accordingly, the Company may purchase shares up to a maximum of 251,034,032 Shares, i.e., 10% of its issued and ordinary share capital pursuant to the Renewed Share Purchase Mandate, based on the number of shares in the hands of the public as at the Latest Practicable Date.**

## 11. Take-over Implications

Appendix 2 of the Take-over Code (“**Appendix 2**”) contains the Share Buy Back Guidance Note. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

### (a) **Obligation to Make a Take-over Offer**

Any resultant increase in the percentage of voting rights held by a Shareholder and persons acting in concert with him, following any purchase or acquisition of Shares by the Company, will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code (“**Rule 14**”). Consequently, depending on the number of Shares purchased or acquired by the Company and the Company’s issued share capital at that time, a Shareholder or group of Shareholders acting in concert with each other could obtain or consolidate effective control of the Company and could become obliged to make a take-over offer under Rule 14.

### (b) **Persons Acting in Concert**

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company.

Unless the contrary is established, the Take-over Code presumes, *inter alia*, the following individuals and companies to be persons acting in concert:

- (i) the following companies:
- (aa) a company;
  - (bb) the parent company of (aa);
  - (cc) the subsidiaries of (aa);
  - (dd) the fellow subsidiaries of (aa);
  - (ee) the associated companies of any of (aa), (bb), (cc) or (dd);
  - (ff) companies whose associated companies include any of (aa), (bb), (cc), (dd) or (ee); and



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(gg) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights,

for this purpose, ownership or control of at least a company is an associated company of another company if the second company owns or controls at least twenty per cent (20%) but not more than fifty per cent (50%) of the voting rights of the first-mentioned company; and

(ii) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts).

The circumstances under which Shareholders (including Directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Rule 14 and Appendix 2.

### (c) **Effect of Rule 14 and Appendix 2**

In general terms, the effect of Rule 14 and Appendix 2 is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the percentage of voting rights of such Directors and their concert parties would increase to thirty per cent (30%) or more, or, if the Directors and their concert parties hold between thirty per cent (30%) and fifty per cent (50%) of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than one per cent (1%) in any period of six (6) months.

Under Appendix 2, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to thirty per cent (30%) or more, or, if such Shareholder holds between thirty per cent (30%) and fifty per cent (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Renewal of Share Purchase Mandate.

The interests of the Directors and Substantial Shareholders of the Company in the Shares are disclosed in Paragraph 17 below.

As at the Latest Practicable Date, assuming (a) the Company purchases the maximum amount of 10% of the issued ordinary share capital of the Company (excluding treasury shares and subsidiary holdings), and (b) there is no change in the number of Shares held or deemed to be held by the Directors and Substantial Shareholders prior to and after the exercise of the Renewed Share Purchase Mandate, none of the Directors and Substantial Shareholders would become obliged to make a mandatory take-over offer for the Company under Rule 14 in the event the Company purchases the maximum limit of 10% of its issued ordinary share capital (excluding treasury shares and subsidiary holdings).

**Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer as a result of any purchase of Shares by the Company pursuant to the Renewed Share Purchase Mandate are advised to consult the SIC and/or their professional advisers.**

**The statements herein do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders are advised to consult their professional advisers and/or the SIC and/or other relevant authorities at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any purchase or acquisition of Shares by the Company.**

**12. Tax Implications**

Shareholders who are in doubt as to their respective tax positions or the tax implications of Share purchases by the Company, or who may be subject to tax in or outside Singapore, should consult their own professional advisers.

**13. Shares Purchased by the Company**

The Company has made Market Purchases and Off-Market Purchases of 171,663,388 ordinary shares in the previous twelve (12) months from the Latest Practicable Date which were held as treasury shares. Details of the transactions are set out below:

<b>Date of Transaction</b>	<b>Number of Shares Acquired</b>	<b>Purchase Price Per Share (S\$)</b>	<b>Total Consideration <sup>(1)</sup> (S\$)</b>	<b>Type of Transaction</b>
27 May 2022	170,230,988	0.3300	56,176,226.04	Off-Market Purchase <sup>(2)</sup>
22 February 2022	832,400	0.2912	242,685.76	Market Purchase
21 February 2022	300,000	0.3000	90,108.00	Market Purchase
18 February 2022	300,000	0.3000	90,108.00	Market Purchase
<b>Total</b>	<b>171,663,388</b>	<b>-</b>	<b>56,599,127.80</b>	<b>-</b>

**Notes:**

- (1) Total consideration paid for the Shares includes, *inter alia*, ancillary expenses such as brokerage, commission applicable goods and services tax, stamp duties, clearance fees and other related expenses.
- (2) Please refer to the announcements and documents released by the Company on the SGXNET on 4 April 2022, 29 April 2022, 27 May 2022 and 31 May 2022 for more details on the off-market purchase undertaken pursuant to an equal access scheme.

## II. PROPOSED RENEWAL OF INTERESTED PERSON TRANSACTIONS (“IPT”) GENERAL MANDATE

### 14. Background

The Company anticipates that the Group would, in the ordinary course of business, enter into transactions with persons which are considered “Interested Persons” as defined in Chapter 9 of the Listing Manual. It is likely that such transactions will occur with some degree of frequency and could arise at any time and from time to time.

Chapter 9 of the Listing Manual permits a listed company to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses) that may be carried out with the Interested Persons.

Shareholders had approved a general mandate (“**2008 IPT Mandate**”) at the Special General Meeting of the Company held on 24 October 2008 (“**2008 SGM**”) to enable the Group and its associated companies or any of them to enter into any of the recurrent transactions falling within the types of IPT set out in the 2008 Circular, with any party who is of the classes of Interested Persons described in the 2008 Circular (“**Interested Persons**”), provided that such IPT are carried out on normal commercial terms and in accordance with the review procedures for Recurrent Transactions (as defined below) set out in the 2008 Circular, for the purposes of Chapter 9 of the Listing Manual. The 2008 IPT Mandate was renewed by Shareholders at the AGM in 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020 and again at the 2021 AGM (“**2021 IPT Mandate**”). The 2021 IPT Mandate will expire on the forthcoming 2022 AGM unless renewed by the Shareholders.

Accordingly, the Directors propose to seek the approval of Shareholders for the Renewal of IPT General Mandate, to take effect and continue in force until the conclusion of the next AGM in 2023, by way of an ordinary resolution. The Renewal of IPT General Mandate is set out in **Ordinary Resolution 11** in the Notice of the 2022 AGM.

Information pertaining to, *inter alia*, the scope of the Renewed IPT General Mandate, the particulars of IPT, the classes of Interested Persons, the methods or procedures for determining transaction prices, and the review procedures in relation to IPT are set out in **Appendix A** of this Letter.

The scope and key terms and conditions of the MLA and MSA, the methods and procedures for determining transaction prices and the review and approval procedures in relation to IPT, as well as the reviews to be made periodically by the Audit and Risk Committee in relation thereto, have not changed from that described in the 2008 Circular and as approved by Shareholders under the 2008 IPT Mandate at the 2008 SGM and renewed by Shareholders under the 2021 IPT Mandate.

### 15. Rationale for the Renewed IPT General Mandate and benefits to Shareholders

It is envisaged that the Group may from time to time, in the ordinary course of business, continue to engage in recurrent transactions of a revenue or trading nature with the Interested Persons as described in the 2008 Circular (“**Recurrent Transactions**”). Such Recurrent Transactions would include, but are not limited to transactions pursuant to the MLA and the MSA, the grant of licenses of the Group’s software, resale of IBM System i Products, provision of Services to, and receipt of Services from, the Interested Persons.

The Directors are of the view that it will be beneficial to the Group to transact or continue to transact with the Interested Persons, especially since the transactions are to be entered into on normal commercial terms.

Due to the time-sensitive nature of commercial transactions, the obtaining of the Renewed IPT General Mandate pursuant to Chapter 9 of the Listing Manual will enable the Group to enter into the categories of IPT with the specified classes of Interested Persons, provided that such transactions are entered into in the Group’s ordinary course of business on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

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The Renewed IPT General Mandate will enhance the Group's ability to pursue business opportunity and will eliminate the need for the Company to announce, or to announce and convene separate general meetings on each occasion to seek Shareholders' prior approval for entering into such transactions. This will substantially reduce administrative time and expenses associated with the making of such announcements or the convening of general meetings from time to time, and allow manpower resources to be focused towards other corporate and business opportunities.

### 16. Disclosures

In accordance with Chapter 9 of the Listing Manual, the Company will disclose in its annual report, the aggregate value of the IPT conducted pursuant to the Renewed IPT General Mandate during the financial year. In addition, the Company will announce the aggregate value of the IPT conducted pursuant to the Renewed IPT General Mandate for the financial periods which it is required to report on within the time required for the announcement of such report. These disclosures will be in the form set out in Rule 907 of the Listing Manual.

The aggregate value of the IPT conducted during the financial year ended 30 June 2022 by the Group were as follows:

Interested Person(s) <sup>(1)</sup>	Aggregate value of all IPT during the financial year ended 30 June 2022 (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)  RM	Aggregate value of all IPT conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)  RM
Associates of Mr. Goh Peng Ooi ("Silverlake Entities")		
- IPT Mandate <sup>(2)</sup>		
Revenue from Silverlake Entities	-	67,657,908
Service fees to Silverlake Entities	-	(4,970,683)
- Non-Mandate Transactions <sup>(3)</sup>		
Revenue from Silverlake Entities	349,269	-
Service fees to Silverlake Entities	(613,336)	-

#### Notes:

- (1) The interested persons are associates of Mr. Goh Peng Ooi (i.e., companies in which he and his immediate family together, directly or indirectly, have an interest of 30% or more), who is the Group Executive Chairman and controlling shareholder of the Company.
- (2) The IPT Mandate was approved by shareholders on 24 October 2008 for transactions pursuant to MLA and MSA. The IPT Mandate is subject to annual renewal.
- (3) The Non-Mandate Transactions were mainly derived from the provision of maintenance services and sale of software products by Silverlake Holdings Sdn. Bhd. and Cyber Village Sdn. Bhd. to Silverlake Entities; and provision of maintenance services by Silverlake Entities to Silverlake Structured Services Ltd.

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### 17. Directors' and Substantial Shareholders' Interest

The interests of Directors and Substantial Shareholders of the Company in the Shares as at the Latest Practicable Date are as follows:

Directors/Substantial Shareholders	Direct Interest (Number of Shares)	Indirect/Deemed Interest (Number of Shares)	Total Interest	
			Number of Shares	% <sup>(1)</sup>
<b>Directors:</b>				
Goh Peng Ooi	-	1,862,760,568 <sup>(3)</sup>	1,862,760,568	74.20
Andrew Tan Teik Wei	8,600,000	-	8,600,000	0.34
Goh Shiou Ling <sup>(2)</sup>	630,400	-	630,400	0.03
Dr. Kwong Yong Sin	18,972,000	2,275,000 <sup>(4)</sup>	21,247,000	0.85
Chee Hin Kooi	-	-	-	-
Ong Kian Min	1,800,000	-	1,800,000	0.07
Tan Sri Dato' Dr. Mohd Munir bin Abdul Majid	200,000	-	200,000	0.01
Datuk Yvonne Chia	200,000	410,000 <sup>(5)</sup>	610,000	0.02
Yano Satoru	-	-	-	-
Mah Yong Sun	-	-	-	-
<b>Substantial Shareholders:</b>				
Zezz FundQ Pte. Ltd.	1,862,760,568	-	1,862,760,568	74.20
Goh Peng Ooi	-	1,862,760,568 <sup>(3)</sup>	1,862,760,568	74.20

**Notes:**

- (1) Based on an issued share capital of 2,510,340,321, excluding 186,132,479 treasury shares, as at the Latest Practicable Date.
- (2) Ms. Goh Shiou Ling is an associate of Mr. Goh Peng Ooi, being his daughter.
- (3) Mr. Goh Peng Ooi's deemed interest arises from the 1,862,760,568 shares in the Company held by his wholly-owned company, Zezz FundQ Pte. Ltd.
- (4) Dr. Kwong Yong Sin's deemed interest arises from the 2,275,000 shares in the Company held by his spouse, Madam Khoo Beng Gaik @ Nellie.
- (5) Datuk Yvonne Chia's deemed interest arises from the 410,000 shares in the Company held by DBS Nominee Pte. Ltd. (Trust Account).

In connection with the Renewal of IPT General Mandate, Mr. Goh Peng Ooi is deemed to be interested in the Renewed IPT General Mandate. Mr. Goh Peng Ooi and his associates (including his daughter, Ms. Goh Shiou Ling, a deputy chief executive officer and director of the Company) shall abstain from voting in respect of **Ordinary Resolution 11** to approve the Renewed IPT General Mandate at the 2022 AGM, whether in person or by representative or proxy, in respect of their shareholding interests in the Company.

In addition, Mr. Goh Peng Ooi has undertaken to ensure that his associates will abstain from such voting in respect of **Ordinary Resolution 11** at the 2022 AGM. In connection with the resolution to approve the Renewed IPT General Mandate, Mr. Goh Peng Ooi and his associates will also not act as proxies unless voting instructions have been given by the relevant Shareholders.

**18. Audit and Risk Committee's Statement**

The Audit and Risk Committee confirms that the scope and key terms and conditions of the MLA and MSA, the methods and procedures for determining transaction prices and the review and approval procedures in relation to IPT, as well as the reviews to be made periodically by the Audit and Risk Committee in relation thereto, have not been changed since the Shareholder's approval of the 2008 IPT Mandate at the 2008 SGM and that such methods or procedures are sufficient to ensure that the IPT will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

If, during the periodic reviews by the Audit and Risk Committee, it is of the view that the established review procedures are no longer appropriate or adequate to ensure that any of the IPT will be transacted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, the Company will seek a fresh mandate from Shareholders based on new review procedures.

**19. Directors' Recommendations**

Renewal of Share Purchase Mandate

The Directors are of the opinion that the Renewal of Share Purchase Mandate is in the best interests of the Company and accordingly recommend that Shareholders vote in favour of **Ordinary Resolution 10** relating to the Renewal of Share Purchase Mandate, to be proposed at the 2022 AGM.

Renewal of IPT General Mandate

The Directors who are considered independent for the purposes of the Renewal of IPT General Mandate are Mr. Andrew Tan Teik Wei, Dr. Kwong Yong Sin, Mr. Ong Kian Min, Tan Sri Dato' Dr. Mohd Munir bin Abdul Majid, Datuk Yvonne Chia, Mr. Yano Satoru, Mr. Mah Yong Sun and Mr. Chee Hin Kooi. They have considered and reviewed, *inter alia*, the review and approval procedures in relation to the IPT and the Recurrent Transactions and the rationale and the benefits of the Renewal of IPT General Mandate set out in the **Appendix A** and the confirmation of the Audit and Risk Committee above, and are of the opinion that the Renewal of IPT General Mandate is in the best interests of the Company. Accordingly, they recommend that the Shareholders vote in favour of **Ordinary Resolution 11**, relating to the Renewal of IPT General Mandate, to be proposed at the 2022 AGM.

**20. Directors' Responsibility Statement**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Letter constitutes full and true disclosure of all material facts about the Renewal of Share Purchase Mandate and the Renewal of IPT General Mandate, the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Letter misleading.

Where information in the Letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Letter in its proper form and context.

**21. Action to be Taken by Shareholders**

The 2022 AGM will be conducted only by electronic means and Shareholders will not be able to physically attend the 2022 AGM. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the 2022 AGM by (a) watching the 2022 AGM proceedings through a "live" webcast comprising both video (audiovisual) and audio feeds; (b) submitting questions in advance of the 2022 AGM; and (c) voting by proxy at the 2022 AGM. Please refer to the Notice of 2022 AGM for further details.

**22. Disclaimer**

The SGX-ST takes no responsibility for the accuracy of any of the statements or opinions made or reports contained in this Letter.

**23. Consent**

CNPLaw LLP, the legal adviser to the Company as to Singapore law in relation to the Renewal of Share Purchase Mandate and the Renewal of IPT General Mandate, has given and has not withdrawn its written consent to the issue of this Letter with the inclusion of its name, and all references thereto in the form and context in which they appear in this Letter.

**24. Documents for Inspection**

The following documents may be inspected at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632 during normal business hours from the date hereof up to and including the date of the 2022 AGM:

- (a) the Constitution of the Company;
- (b) the Annual Report of the Company for the financial year ended 30 June 2022; and
- (c) the 2008 Circular, MLA and MSA.

Yours faithfully,

For and on behalf of  
The Board of Directors

**Mr. Andrew Tan Teik Wei**  
**Group Managing Director**



**1. BACKGROUND AND PARTICULARS OF IPT**

1.1 The Group engages in transactions involving the following products and services, in the normal course of business, with the Interested Persons:

(a) Grant of licences of the Software under the MLA

Within this category are transactions between the Group and the Interested Persons where the Group grants, and the Interested Persons accept rights to:

- (i) resell, implement, copy, customise and/or use the Software, and/or
- (ii) sub-licence the right to use the Software to End-Users,

in accordance with the terms and conditions of the MLA.

The licence shall comprise either a Non-Enterprise Licence or an Enterprise Licence. The Renewed IPT General Mandate applies to the grant of both Non-Enterprise Licence and Enterprise Licence by the Group to the Interested Persons.

Under the MLA, the Group is required to provide the Interested Persons with such assistance as is reasonably necessary to assist the Interested Persons with the marketing and promotion of the Software. Such assistance forms part of the Group's normal reselling arrangement, which is provided to both Interested Persons and unrelated third parties.

(b) Resale of IBM System i Products under the MSA

This category covers the resale of IBM System i Products in Malaysia by the Group to the Interested Persons. The Renewed IPT General Mandate applies to the resale of IBM System i Products to the Interested Persons.

(c) Provision of Services under the MSA

The Renewed IPT General Mandate applies to the following transactions under this category:

- (i) the provision of Customisation, Implementation and Maintenance services by the Group to the Interested Persons in connection with the Group's software products; and
- (ii) the receipt of Customisation, Implementation and Maintenance services by the Group from the Interested Persons in connection with the Group's software products.

1.2 The Directors are seeking approval from the Shareholders for the Renewal of IPT General Mandate for the Group to enter into the categories of transactions listed in Paragraph 1.1 above with the Interested Persons, provided that such transactions are made on normal commercial terms and are not prejudicial to the interest of the Company and its minority Shareholders.

1.3 The Company expects the frequency of such transactions, which are in the Group's ordinary course of business, to increase and to facilitate the growth of this line of business, are seeking Shareholders' approval for this category of transaction.



**2. SCOPE OF RENEWED IPT GENERAL MANDATE**

- 2.1 The Renewed IPT General Mandate will cover IPT as set out in Paragraph 1.1 above.
- 2.2 The Renewed IPT General Mandate will not cover any transactions between the Group and the Interested Persons which have a value below S\$100,000 (representing total value of each entire transaction with the Interested Persons and/or the same end-client), as the threshold and aggregation requirements under Chapter 9 of the Listing Manual do not apply to such transactions.
- 2.3 Transactions with the Interested Persons that do not fall within the ambit of the Renewed IPT General Mandate will be subject to the provisions of Chapter 9 and/or other applicable provisions of the Listing Manual.

**3. CLASSES OF INTERESTED PERSONS**

- 3.1 The Renewed IPT General Mandate shall apply to the IPT (as described in Paragraph 1.1 above) which are carried out with the following classes of Interested Persons:
- (a) Mr. Goh Peng Ooi; and/or
- (b) all such entities which may from time to time deemed to be an associate of Mr. Goh Peng Ooi.
- 3.2 Mr. Goh Peng Ooi owns 100% of Zezz FundQ Pte. Ltd. ("**Zezz**"), which in turn holds 74.20% direct interest in the Company. Mr. Goh Peng Ooi thus holds a deemed interest of 74.20% in the Company through Zezz.
- 3.3 Transactions with Interested Persons which are not listed in Paragraphs 1.1 and 3.1 above and which do not fall within the ambit of the Renewed IPT General Mandate shall be subject to the relevant provisions of Chapter 9 of the Listing Manual.

**4. SALIENT TERMS OF THE IPT**

**METHODS OR PROCEDURES FOR DETERMINING TRANSACTION PRICES**

- 4.1 The Company and Mr. Goh Peng Ooi have undertaken under the MLA and MSA to procure that:
- (a) all the categories of IPT under grant of licences of the Software as described in Paragraph 1.1 above which are entered into between the Group and the Interested Persons on or after the effective date of the MLA shall be governed by the terms and conditions as set out in the MLA and shall at all times be effected on terms that are consistent with and which are expressly stated to be subject to the terms and conditions of the MLA; and
- (b) all the categories of IPT under provision of Services and resale of IBM System i Products as described in Paragraph 1.1 above which are entered into between the Group and the Interested Persons on or after the effective date of the MSA shall be governed by the terms and conditions as set out in the MSA and shall at all times be effected on terms that are consistent with and which are expressly stated to be subject to the terms and conditions of the MSA.

**Pricing model for licensing of Software under the MLA**

- 4.2 In consideration of the grant of a licence of the Group's software to an Interested Person under the MLA, the Group shall charge the Interested Persons, a licence fee, determined using a pricing model ("**Pricing Model**").

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## APPENDIX A - RENEWAL OF IPT GENERAL MANDATE

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- 4.3 The Pricing Model is a point based system where the licence fee is determined by reference to:
- (a) A table of points allocated to each software module, feature and component ("**Points Allocation Table**")

The Points Allocation Table comprises the complete list of software modules, features and components, with points allocated to each software module, feature and component of the Software ("**Allocated Points**"). The Allocated Points are determined based on a designated formula.

- (b) A table of licence fee bands ("**Licence Fee Bands Table**")

The Licence Fee Bands Table comprises 7 licence fee bands which are linked to 2 pricing dimensions: (i) number of Customers, and (ii) number of Branches of the End-User of the Software ("**Pricing Dimensions**"), and 1 licence fee band for Enterprise Licensing. Each licence fee band in the Licence Fee Bands Table represents 100 Allocated Points.

- 4.4 The licence fee calculation method is as follows:

$$\text{Licence Fee} = \frac{X}{100 \text{ Allocated Points}} \times Y$$

Where:

X = the sum of Allocated Points of each of the modules, features or components licensed to the licensee ("**Aggregate Allocated Points**").

Y = the base licence fee for 100 Allocated Points ("**Base Licence Fee**") (see Paragraphs 4.5 and 4.6 below for further details).

- 4.5 In respect of Non-Enterprise Licensing of the Software, the management of the Company shall determine the Base Licence Fee by making reference to the applicable licence fee band for both the pricing dimensions. The Base Licence Fee shall be the higher of the two (2) licence fees determined using both the pricing dimensions.
- 4.6 In respect of Enterprise Licensing of the Group's software, the management of the Company shall submit its recommendation to the Audit and Risk Committee as to the Base Licence Fee of the Enterprise Licensing ("**Base Enterprise Licence Fee**") for approval. The Base Enterprise Licence Fee shall be no less than S\$38.4 million and shall, in any case, be supported by an independent valuation report and be subject to the prior approval of the Audit and Risk Committee. The minimum Base Enterprise Licence Fee of S\$38.4 million is determined based on Management's view of current market conditions.
- 4.7 The Pricing Model shall be made readily available for reference by the relevant operational staff and/or executives to govern pricing of the Software for both Interested Persons and unrelated third party.

### **Pricing for resale of IBM System i Products under the MSA**

- 4.8 The profit margin charged by the Group to the Interested Person shall not be less than the profit margin charged by the Group to unrelated parties for similar product.
- 4.9 The profit margin to be charged by the Group to the Interested Person shall be calculated by the Company with reference to the average profit margin derived by the Group from sales of IBM System i Products to unrelated third parties in the last completed financial year from time to time. The profit margin charged by the Group to the Interested Person shall be disclosed as part of the quarterly IPT report to the Audit and Risk Committee.

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## APPENDIX A - RENEWAL OF IPT GENERAL MANDATE

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- 4.10 The profit margin earned on resale of IBM System i Products varies for each transaction as hardware sales and pricing are influenced by factors such as market condition and competitive bid situations. As such, Management is of the view that an average of the profit margins earned from sales of the IBM System i Products to unrelated third parties would reflect a fair margin. The profit margin in each case shall take into account the cost paid to IBM plus any expenses incurred by the Group in connection with the sale(s), including but not limited to the shipment, delivery and/or installation of the relevant products.

### **Pricing for provision of Services under the MSA**

- 4.11 The pricing for provision of software Implementation and Customisation services under the MSA shall be based on a list of man-day rates ("**Man-day Rates**"). Such services can be categorised into the following:

- (a) With predefined scope and statement of work

Provision of software Implementation and Customisation services with a clear predefined scope and statement of work are charged on a "fixed price" basis, arrived at by applying the Man-day Rates to the estimated man-days required to complete the work.

- (b) Without predefined scope

Where the scope is not defined or is insufficiently defined to enable the estimation of man-days required to complete the work so as to arrive at a "fixed price", the services are charged on a "time and material" basis.

- 4.12 The Maintenance services fee for the provision of Maintenance services by the Group to the Interested Persons under the MSA, calculated on an annual basis, shall be based on at a fixed percentage ("**Maintenance Service Fee Rate**") of the licence fee charged by the Group to the relevant Interested Person or End-User for the use of the Software to which such services relate.
- 4.13 For avoidance of doubt, in respect of the provision of Services by the Group to the Interested Person, the rate to be applied shall be at the Man-day Rates and the Maintenance Service Fee Rate, as the case may be. In respect of the provision of Services by the Interested Person to the Group, the rate to be applied by the Interested Person shall be no more than that of the Man-day Rates and the Maintenance Service Fee Rate, as the case may be.
- 4.14 The Man-day Rates and Maintenance Service Fee Rate shall be made readily available for reference by the relevant operational staff and/or executives to govern pricing of the provision of Services.

### **Discounts**

- 4.15 The guiding principle of the IPT pricing is that the pricing extended to the Interested Persons shall be no more favourable than those extended to unrelated third parties.
- 4.16 The pricing for IPT covered by the Renewed IPT General Mandate shall be based on the pricing guidelines stated in this mandate and the MLA and MSA as the case may be.
- 4.17 Notwithstanding Paragraphs 4.15 and 4.16 above, Management may recommend to the Audit and Risk Committee and the Audit and Risk Committee shall have the discretion to approve a discount when Management and the Audit and Risk Committee are of the view that the discount is in the best interests of the Group and is necessary to enable the Group to maintain a competitive edge or to facilitate entry into a new market or industry. Management shall provide the Audit and Risk Committee with relevant business case, including information to support the recommendation for discount, and the Audit and Risk Committee shall evaluate the business case and supporting information submitted. No discounts shall be allowed without the prior approval of the Audit and Risk Committee.

**Revisions of pricing methodology**

- 4.18 The Points Allocation Table and Licence Fee Bands Table under the Pricing Model and the Man-day Rates and Maintenance Service Fee Rate under the pricing for provision of Services or any part thereof shall be reviewed from time to time and be revised according to prevailing market condition and/or pricing. All such revisions shall be reviewed and approved by the Audit and Risk Committee before implementation of the revision.
- 4.19 However, any revisions to the pricing methodologies for licensing of Software under the MLA, resale of IBM System i Products under the MSA, and provision of Services under the MSA shall require the approval of the Shareholders.

**Credit terms**

- 4.20 The credit terms extended to the Interested Persons shall be no more favourable than those extended by the Group to unrelated third parties for similar transactions. The Group has a credit control and collections process which is applied to both Interested Persons and unrelated third parties. Follow ups on outstanding balances are diligently performed on all debtors to ensure that they are aware of their payment obligations and follow up calls and visits, where necessary, are made to collect overdue debts.

**OTHER CONDITIONS ATTACHED TO THE MLA AND MSA**

**Reporting requirements, audit and review rights under the MLA**

- 4.21 Each Interested Person holding a Non-Enterprise Licence is required, if and when requested by the Group, to:
- (a) forthwith update the Group in writing on the details of the pricing dimensions applicable to the relevant Interested Person or End-User(s), as the case may be, under such licence;
  - (b) allow the Audit and Risk Committee or its duly authorised representative(s) to audit the books and records of the relevant Interested Person to verify the details of the pricing dimensions applicable to such Interested Person and/ or End-User(s), as the case may be, and
  - (c) where the relevant Interested Person is not the End-User of the Software, use all reasonable endeavours, to the extent permitted by law, to procure that the Audit and Risk Committee or its duly authorised representative(s) be allowed to audit the books and records of the relevant End-User(s) to verify the details of the pricing dimensions applicable to such End-User(s).
- 4.22 Where an Interested Person is the End-User under a Non-Enterprise Licence or is carrying out an Outsourcing Arrangement under a Non-Enterprise Licence, the fees for the Non-Enterprise Licence shall be subject to review and upward adjustment by the Group from time to time in the event of any change to the pricing dimensions of the relevant End-User such as would ordinarily result in a higher licence fee being imposed under the Pricing Model.
- 4.23 Where an Interested Person is not the End-User under a Non-Enterprise Licence and is not carrying out an Outsourcing Arrangement under a Non-Enterprise Licence, the fees for the Non-Enterprise Licence shall be subject to review and upward adjustment by the Group from time to time in the event of any change to the pricing dimensions of the relevant End-User such as would ordinarily result in a higher licence fee being imposed under the Pricing Model provided always that the relevant Interested Person has a similar right to increase the licence fee payable by the relevant End-User and provided always that the relevant Interested Person shall use its best endeavours to procure such a right from the relevant End-User. Any additional licence fee determined to be payable pursuant to this clause shall be settled by the relevant Interested Person in accordance with the MLA.

- 4.24 The Audit and Risk Committee shall have the right to periodically review the terms (including the licence fee) of any licence granted by the Group to an Interested Person. The review shall be undertaken on a quarterly basis by the Audit and Risk Committee, with allowance for more frequent reviews if deemed necessary by the Audit Committee. In no circumstances shall the licence fee charged to the Interested Person not be in line with the terms of the MLA and the Pricing Model. If the Audit and Risk Committee reasonably determines, in the course of such review, that the terms of any licence granted to an Interested Person are inconsistent with the terms of the MLA and the Pricing Model in a manner that is prejudicial or adverse to the interests of the Group, the parties agree to take all such steps as may be necessary to amend the terms of such licence so as to ensure consistency with the terms of the MLA and that the relevant Interested Person shall forthwith compensate the Group for any loss or damage suffered (including any shortfall in the applicable licence fee payable) as a result of the earlier inconsistency; provided always that this clause shall not apply in the event of any deviation from the terms of the MLA which the Group has confirmed in writing to the relevant Interested Person has been duly approved by the Audit and Risk Committee in accordance with the terms of the MLA.

**Review rights under the MSA**

- 4.25 The Audit and Risk Committee shall have the right to periodically review the terms of any agreement for the re-sale of IBM System i Products ("**Re-sale Agreement**") or for the provision of Services ("**Services Agreement**") entered into between the Group and an Interested Person. The review shall be undertaken on a quarterly basis by the Audit and Risk Committee, with allowance for more frequent reviews if deemed necessary by the Audit and Risk Committee. If the Audit and Risk Committee reasonably determines, in the course of such review, that the terms of any Re-sale Agreement or Services Agreement are inconsistent with the terms of the MSA in a manner that is prejudicial or adverse to the interests of the Group, the parties agree to take all such steps as may be necessary to amend the terms of such Re-sale Agreement or Services Agreement so as to ensure consistency with the terms of the MSA and to procure that the relevant Interested Person shall forthwith compensate the Group for any loss or damage suffered (including any shortfall in the applicable re-sale price and/or fee payable for the Services) as a result of the earlier inconsistency; provided always that this clause shall not apply in the event of any deviation from the terms of the MSA which the Group has confirmed in writing to the relevant Interested Person has been duly approved by the Audit and Risk Committee in accordance with the terms of the MSA.

**Intellectual property rights**

- 4.26 All intellectual property rights in or relating to the Software and the Software documentation are and shall remain the property of the Group.



**Termination**

- 4.27 The MLA and MSA will terminate if:
- (a) all of Mr. Goh Peng Ooi and his associates cease to be an Interested Person; or
  - (b) in the event that the Renewed IPT General Mandate is withdrawn or otherwise ceases to be in force.

## APPENDIX A - RENEWAL OF IPT GENERAL MANDATE

### 5. TRADEMARKS

5.1 The Group has the exclusive use of the following trademarks in connection with the banking software system:

Trade Mark	Class <sup>(1)</sup>	Country	Registration No.	Date of Application	Date of Registration	Expiry Date
<b>SILVERLAKE</b>	09	Malaysia	95001949	9 Mar 1995	9 Mar 1995	9 Mar 2032
	42	Singapore	T0507323Z	4 May 2005	4 May 2005	4 May 2025
	42	Thailand	SM28384	9 Mar 2005	9 Mar 2005	8 Mar 2025
	42	Jordan	83440	1 Dec 2005	1 Dec 2005	1 Dec 2025
	42	Japan	5026670	23 Mar 2006	17 Feb 2007	16 Feb 2027
	42	Indonesia	IDM000095591	17 Feb 2005	17 Feb 2005	17 Feb 2025
	42	Philippines	4-2005-005519	15 Jun 2005	16 Oct 2006	16 Oct 2026
	42	Vietnam	98410	1 Dec 2005	1 Dec 2005	1 Dec 2025
	42	Sri Lanka	125894	17 Jun 2005	17 Jun 2005	17 Jun 2025
	42	Saudi Arabia	1244/18	11 Oct 2008	11 Oct 2008	1 Mar 2028
	42	United Arab Emirates	119937	5 Oct 2008	5 Oct 2008	5 Oct 2028
<b>SILVERLAKE</b>	09	China	3453118	31 Jan 2003	14 Jul 2004	13 Jul 2024
	35	China	3453117	31 Jan 2003	28 Aug 2004	27 Aug 2024
	42	China	3453119	31 Jan 2003	21 Dec 2004	20 Dec 2024
	42	Indonesia	IDM000062329	13 Jan 2004	13 Jan 2004	13 Jan 2024
<b>SILVERLAKE SILVERLAKE</b>	42	Malaysia	09010385	24 Jun 2009	24 Jun 2009	24 Jun 2029
<b>SILVERLAKE iPFS SILVERLAKE iPFS</b>	09	Malaysia	04004586	8 Apr 2004	8 Apr 2004	8 Apr 2024
	42	Singapore	T12056461	19 Apr 2012	19 Apr 2012	19 Apr 2032
	42	Philippines	4-2012-004852	20 Apr 2012	8 Nov 2012	8 Nov 2022
	42	Brunei	42867	30 Apr 2012	30 Apr 2012	30 Apr 2032
	42	Japan	5628423	6 Jun 2013	8 Nov 2013	8 Nov 2023
	42	Indonesia	IDM000588884	26 Jan 2015	26 Jan 2015	26 Jan 2025
	42	Thailand	201120545	23 Apr 2012	23 Apr 2012	22 Apr 2032
	42	Vietnam	392127	22 Aug 2018	22 Aug 2018	22 Aug 2028
	42	Malaysia	2011016785	21 Sep 2011	21 Sep 2011	21 Sep 2031
	42	Pakistan	505094	20 Aug 2018	20 Aug 2018	20 Aug 2028
<b>SILVERLAKE Silverlake silverlake</b>	42	Hong Kong	303162294	10 Oct 2014	10 Oct 2014	9 Oct 2024



**Note:**

- (1) Please see description of the trademark classes below:

Class 09 - Computer software; compact discs; magnetic cards, disks and tapes.

Class 35 - Compilation of information into computer databases; systemization of information into computer databases; computerized file management; computerised database management.

Class 42 - Consulting services relating to computers, computer software, computer hardware, computer networks, computer systems; computer programming; computer software design, maintenance and update; designing, creating, implementing and maintaining web sites for others; computer systems analysis; computer system design; data conversion of computer programmes and data (not physical conversion); hosting computer sites; installation of computer software; integration of computer systems and networks.

- 5.2 The Group intends to file further trademarks applications as and when warranted.

### **6. REVIEW PROCEDURES IN RELATION TO IPT**

Pursuant to Chapter 9 of the Listing Manual which governs transactions between a listed company and its interested persons and taking into consideration the MLA and MSA as the case may be, the following review procedures have been established in relation to the Renewed IPT General Mandate:

- 6.1 The Group shall maintain:

- (a) A register to record all Interested Persons; and
- (b) A comprehensive record of all categories of Interested Persons and non-interested persons transactions entered into by the Group, with details on the nature of the transaction and the amount of and detailed calculation for the fees and charges, including pricing dimension used to determine the Base Licence Fee, and any discounts given.

- 6.2 The Audit and Risk Committee shall be provided with the registers and comprehensive records of IPT described above and such other relevant information and agreements which it may reasonably require, and it shall review the information on a quarterly basis to ensure that all categories of IPT between the Group and the Interested Persons are carried out at arm's length in accordance with the terms of the MLA and MSA, as the case may be, including the adherence to the Group's Pricing Model (including the Points Allocation Table and Licence Fee Bands Table), pricing methodology for the provision of Services and IBM System i Products and discount policy, in its conduct of IPT. The Audit and Risk Committee may decide to review such transactions on a more frequent basis if it deems necessary.

- 6.3 If the Audit and Risk Committee reasonably determines, during its review, that the terms of any licence granted to, sale of IBM System i Products to, or Services provided to/by, Interested Persons are inconsistent with the terms of the MLA and MSA, as the case may be, and the Renewed IPT General Mandate in a manner that is prejudicial or adverse to the interests of the Group, the parties agree to take all such steps as may be necessary to amend the terms of the relevant licence to ensure consistency with the terms of the MLA and MSA, as the case may be, and the Renewed IPT General Mandate and that the relevant Interested Person shall forthwith compensate the Group for any loss or damage suffered (including any shortfall in the applicable licence fee payable, Service fee payable and IBM System i Product re-sale price) as a result of the earlier inconsistency, provided always that this shall not apply to any deviation from the terms of the MLA and MSA, as the case may be, which has been duly approved by the Audit and Risk Committee.

- 6.4 The Audit and Risk Committee shall also review the credit terms and billing and payment arrangements extended to the Interested Persons from time to time by comparing them against those extended to unrelated third parties for similar transactions or services, to ensure that they are no more favourable than those extended by the Group to unrelated third parties.

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## APPENDIX A - RENEWAL OF IPT GENERAL MANDATE

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- 6.5 The Group's annual internal audit shall incorporate a review of all Interested Persons and IPT entered into pursuant to the Renewed IPT General Mandate. The internal auditor shall report directly to the Audit and Risk Committee on all of its findings from the review of the IPT.
- 6.6 The Audit and Risk Committee shall, when it deems necessary, have the right to require the appointment of auditors or any independent professionals to review all matters relating to the MLA and MSA.
- 6.7 If during its periodic review, the Audit and Risk Committee believes that the guidelines and procedures as stated in the Renewed IPT General Mandate have become inappropriate and/or are no longer sufficient to ensure that the interests of the Company and the minority Shareholders are not prejudiced and that the IPT are on normal commercial terms, a fresh mandate based on new guidelines and procedures shall be sought from Shareholders.
- 6.8 All the members of the Audit and Risk Committee shall be non-executive Directors who do not hold any executive directorships or equity interests in the Interested Persons.
- 6.9 If any member of the Audit and Risk Committee has an interest in a transaction, he shall abstain from participating in the review and approval process in relation to that transaction.