



SILVERLAKE AXIS LTD

(Company Registration No. 32447)

(Incorporated in Bermuda)

NOTICE IS HEREBY GIVEN that a Special General Meeting of Silverlake Axis Ltd ("**Company**") will be held at Clover 4 & Clover 5, Level 1, PARKROYAL COLLECTION, Marina Bay Singapore, 6 Raffles Boulevard, Marina Square, Singapore 039594 and by way of electronic means on Friday, 25 June 2021 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions and special resolution.

*All capitalised terms used in this notice of Special General Meeting which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 27 May 2021 ("**Circular**").*

AS AN ORDINARY RESOLUTION

ORDINARY RESOLUTION 1: THE PROPOSED RE-DOMICILIATION OF THE COMPANY FROM BERMUDA TO SINGAPORE

That, subject to and contingent upon the passing of Special Resolution 2:

- (a) approval be and is hereby given to the Company for the re-domiciliation of the Company from Bermuda to Singapore;
- (b) the Directors and/or any of them be and is hereby authorised to complete and do all such acts and things, including, without limitation, entering into all such arrangements and agreements and executing all such documents for and on behalf of the Company, and submitting, lodging or filing all such documents with all relevant authorities (whether in Bermuda, Singapore or otherwise), as they and/or he may consider necessary or expedient to give effect to this resolution; and
- (c) the Directors and/or any of them be and is hereby authorised to complete and do all such acts and things, including, without limitation, entering into all such arrangements and agreements and executing and/or amending all such documents as they and/or he may consider necessary or expedient to allow the Company to be in compliance with Singapore law and the New Constitution (as defined below) upon the Company's re-domiciliation in Singapore.

AS A SPECIAL RESOLUTION

SPECIAL RESOLUTION 2: THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

That, subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) the regulations contained in the new constitution as set out in Appendix B of the Circular ("**New Constitution**") be approved and adopted as the constitution of the Company in substitution for, and to the exclusion of, the existing memorandum of association and the existing bye-laws of the Company, with effect on and from the date of re-domiciliation of the Company into Singapore ("**Re-Domiciliation Effective Date**"); and
- (b) the Directors and/or any of them be and is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary or expedient to give effect to this resolution.

AS AN ORDINARY RESOLUTION

ORDINARY RESOLUTION 3: THE PROPOSED CHANGE OF AUDITOR

That:

- (a) the resignation of Ernst & Young PLT ("**EY Malaysia**") as Auditor be and is hereby noted and accepted and that Ernst & Young LLP ("**EY Singapore**"), having consented to act, be and is hereby appointed Auditor in place of EY Malaysia and to hold office until the conclusion of the next annual general meeting of the Company, at such remuneration and on such terms to be agreed between the Directors of the Company and EY Singapore; and

- (b) the Directors and/or any of them be and is hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution.

**BY ORDER OF THE BOARD OF DIRECTORS
SILVERLAKE AXIS LTD**

Tan Min-Li
Priscilla Tan
Joint Company Secretaries
Singapore

Date: 27 May 2021

Explanatory Notes:

- (1) Please refer to the Circular for details on the resolutions set out in this notice.
- (2) With respect to Ordinary Resolution 3, in accordance with the requirements of Rule 1203(5) of the Listing Manual of the SGX-ST:
- (a) the outgoing Auditor, EY Malaysia, has confirmed by way of a letter dated 7 April 2021 that it is not aware of any professional reasons why the new auditor, EY Singapore, should not accept appointment as Auditor;
 - (b) the Company confirms that there were no disagreements with the outgoing Auditor, EY Malaysia, on accounting treatments within the last twelve (12) months prior to the Latest Practicable Date;
 - (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditor that should be brought to the attention of Shareholders;
 - (d) the specific reasons for the Proposed Change of Auditor are disclosed under Section 4.1 of the Circular; and
 - (e) the Company confirms that it is or will be in compliance with Rules 712 and 715 of the Listing Manual in relation to the appointment of EY Singapore as the Auditor.

Notes:

1. Pre-Registration:

The Special General Meeting will be held at Clover 4 & Clover 5, Level 1, PARKROYAL COLLECTION, Marina Bay Singapore, 6 Raffles Boulevard, Marina Square, Singapore 039594 pursuant to the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 (“**Physical Meeting**”) and 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 and the Joint Statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation first issued on 13 April 2020 and last updated on 1 October 2020 titled “Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation” (“**Virtual Meeting**”).

Shareholders who wish to attend either the Physical Meeting or the Virtual Meeting 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 Shareholder) on the Company’s Special General Meeting pre-registration website at the URL <https://online.meetings.vision/silverlakeaxis-sgm-registration> before **2.00 p.m.** on **Tuesday, 22 June 2021** (“**Registration Deadline**”) for the Company to verify their status as Shareholders.

2. Conduct of the Physical Meeting:

Due to the current COVID-19 restriction orders in Singapore, there will be a restriction on the number of in-person attendees at the Physical Meeting by imposing a limit of 25 Shareholders to be accommodated at the Physical Meeting. It should be noted that this limit for in-person attendees at the Physical Meeting may be subject to change taking into account any regulations, directives, measures or guidelines that may be issued by any government or regulatory agency in light of the COVID-19 situation from time to time. Pre-registration for in-person attendance is on a “first come first served” basis.

Precautionary measures will be taken at the Physical Meeting to ensure the safety of attendees and minimise the risk of community spread of COVID-19. Attendees must abide by all measures notified to them, failing which they may be asked to leave the Physical Meeting.

Successfully authenticated Shareholders who have successfully pre-registered for the Physical Meeting will receive the following by **2.00 p.m. on Thursday, 24 June 2021**:

- (a) a confirmation email for the Physical Meeting containing details as well as instructions on attending the Physical Meeting (“**Confirmation Email for Physical Meeting**”); and
- (b) a confirmation email which contains unique user credentials and instructions on how to access the live audio-visual webcast/live audio-only stream of the proceedings of the Special General Meeting (“**Confirmation Email for Virtual Meeting**”), which can also be used to attend the Virtual Meeting in the event the successful Shareholder is unable to attend the Physical Meeting for unforeseen reasons.

Shareholders who have received the Confirmation Email for Physical Meeting will be required to bring their original NRIC/Passport for registration on the day of the Special General Meeting. **Shareholders who did not receive the Confirmation Email for Physical Meeting or who do not bring their original NRIC/Passport for registration on the day of the Special General Meeting will not be allowed entry into the Physical Meeting.**

Authenticated Shareholders who are unsuccessful in the pre-registration for the Physical Meeting due to excess demand will receive the Confirmation Email for Virtual Meeting by **2.00 p.m. on Thursday, 24 June 2021**.

Shareholders who do not receive the Confirmation Email for Physical Meeting or the Confirmation Email for Virtual Meeting by **2.00 p.m. on Thursday, 24 June 2021** 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 or call the general telephone number at +65 6536 5355 during office hours.

3. Conduct of the Virtual Meeting:

The proceedings of the Special General Meeting will be broadcast through a live webcast comprising both video (audio-visual) and audio-only feeds. Shareholders who wish to attend the Virtual Meeting are to pre-register for the live audio-visual webcast/live audio-only stream. Following successful verification, the Confirmation Email for Virtual Meeting will be sent to Shareholders. Shareholders who do not receive the Confirmation Email for Virtual Meeting by **2.00 p.m. on Thursday, 24 June 2021** 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 or call the general telephone number at +65 6536 5355 during office hours.

4. Submission of Questions:

Shareholders will be able to ask questions at both the Physical Meeting and the Virtual Meeting in the following manner:

- (a) if attending the Physical Meeting, Shareholders will be able to:
 - (i) submit questions in advance of the Special General Meeting; and
 - (ii) raise questions verbally at the Physical Meeting; or
- (b) if attending the Virtual Meeting, Shareholders will be able to submit questions in advance of the Special General Meeting.

All Shareholders who have any substantial and relevant questions in relation to any agenda item of this notice, can and are strongly encouraged to send their queries to the Company in advance, by **2.00 p.m. on Wednesday, 16 June 2021** via email to FY2021SGM@silverlakeaxis.com.

Shareholders who submit questions in advance of the Special General Meeting should provide the following information for verification purposes:

- (a) the Shareholder’s full name;
- (b) the Shareholder’s address, contact number and email; and
- (c) the manner in which the Shareholder holds Shares in the Company (e.g. via CDP or Supplementary Retirement Scheme (“SRS”).

The Company will endeavour to address all substantial and relevant queries received from Shareholders prior to the Special General Meeting via an announcement on the SGXNet and the Company’s website by **Friday, 18 June 2021**. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

5. Submission of Proxy Form:

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

The accompanying Depositor Proxy Form for the Special General Meeting can be accessed at the Company's website at the URL <http://www.silverlakeaxis.com/investor-relation/special-general-meetingFY2021>, and is made available with this notice of Special General Meeting on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> on the same day.

For SRS investors who wish to appoint the Chairman of the Meeting as their proxy, they should approach their SRS Approved Nominees to submit their votes at least seven (7) working days before the Special General Meeting, i.e. by **2.00 p.m.** on **Wednesday, 16 June 2021**.

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, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.teamc@boardroomlimited.com,

in either case, not less than 72 hours before the time appointed for holding the Special General Meeting, i.e. by **2.00 p.m.** on **Tuesday, 22 June 2021**.

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

A Shareholder who wishes to submit an instrument of proxy must first **download, complete and sign the relevant 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 Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

The Company shall be entitled to reject any 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 Depositors 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 Depositors are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for the Special General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

6. Circular and other documents:

Documents and information relating to the Special General Meeting (including this notice of Special General Meeting, the Circular and the Depositor proxy form) 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/special-general-meetingFY2021>. No printed copy of the Circular will be sent to Shareholders, unless the Shareholders return the request form for a printed copy of the Circular in accordance with the instructions stated therein.

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, completing the pre-registration for the Physical Meeting or the Virtual Meeting, and/or submitting any questions prior to the Special General Meeting, 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), the processing of the pre-registration for purposes of granting access to Shareholders to the Physical Meeting or the Virtual Meeting, and providing them with any technical assistance where necessary, addressing relevant and substantial questions from Shareholders received before the Special General Meeting and if necessary, following up with the relevant Shareholders in relation to such questions, the preparation and compilation of the attendance lists, minutes and other documents relating to the Special General Meeting (including any adjournment thereof), recording and transmitting images and/or voice recordings when broadcasting the Special General Meeting proceedings through live audio-visual webcast/live audio-only stream, 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 Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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 Shareholder 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.