

PROPOSED INVESTMENT IN ANCILEO PTE. LTD.

1. INTRODUCTION

The Board of Directors (“**Board**”) of Silverlake Axis Ltd. (“**Company**” together with its subsidiaries, “**Group**”) wishes to update its shareholders (“**Shareholders**”) that its wholly-owned subsidiary Fermion Pte. Ltd. (“**Silverlake Subsidiary**”), had on 21 January 2022 entered into a share subscription and purchase agreement (as supplemented by a supplemental agreement entered into on 30 June 2022) (“**Share Subscription Agreement**”) with Ancileo Pte. Ltd. (“**Target Company**”) and Olivier Sebastien Jerome Michel in relation to the subscription and acquisition of ordinary shares in the capital of the Target Company, representing in aggregate up to 38.05% of the issued share capital of the Target Company (“**Proposed Investment**”).

The Target Company is a company limited by shares which is incorporated in Singapore, engaged in the business of the provision of software technology for the insurance ecosystem, including technology solutions to enable digital partnerships between insurers and their distribution partners. The Proposed Investment is part of the Group’s recently launched Fermion group, an insurtech business of the Group which focuses on building insurance ecosystems to meet the contemporary needs of the banking, financial services, and insurance (BFSI) sectors.

As the relative figures for the Proposed Investment computed on the bases set out in Listing Rule 1006 of the Mainboard Listing Manual of the SGX-ST (“**Listing Rules**”) do not exceed 5%, the Proposed Investment constitutes a “non-discloseable transaction” under Chapter 10 of the Listing Rules.

2. LISTING RULE 1019 AND WAIVER APPLICATION

Completion of the Share Subscription Agreement occurred on 30 June 2022 resulting in the Silverlake Subsidiary holding 21.68% of the share capital of the Target Company and the Target Company has become an associated company of the Group. Concurrent with completion, the parties together with the other shareholders of the Target Company had, on 30 June 2022, also entered into a shareholders’ agreement in relation to the regulation of: (i) the relationship between the shareholders of the Target Company (“**Target Company Shareholders**”); and (ii) the affairs and management of the Target Company (“**SHA**”).

The SHA provides that the Target Company Shareholders and the Target Company shall enter into a supplemental SHA (“**Supplemental SHA**”) upon the receipt of either of the earlier of: (a) the receipt of the written waiver of the SGX-ST from the requirement to obtain the approval of the Shareholders with respect to the entry into of the Supplemental SHA; or (b) the approval of the Shareholders with respect to the entry into of the Supplemental SHA. The Supplemental SHA contains a drag-along right (“**Drag-Along Right**”) under which in the event a bona fide offer by a third-party buyer (“**Drag Buyer**”) to acquire more than 50% of the shares of the Target Company is accepted by a Target Company Shareholder(s) holding more than 50% of the Target Company Shares (“**Accepting Shareholder(s)**”), the Accepting Shareholder(s) may at their discretion require the other Target Company Shareholders to accept the Drag-Along Offer to sell and transfer all of their shares to the Drag Buyer.

Listing Rule 1019 provides that if the option to acquire or dispose of assets is not exercisable at the discretion of the issuer, shareholders’ approval must be obtained at the time of grant of the option. Listing Rule 1019 is not qualified by the relative figures computed on the bases set out in Listing Rule 1006.

However, as the price at which the shares held by the Silverlake Subsidiary in the Target Company will be sold by the Silverlake Subsidiary to the Drag Buyer, pursuant to the exercise of the Drag-Along Option, can only be determined at the relevant time in the future, the information required to be disclosed in the circular of the Company under Listing Rules 1010 and 1014 would only be available upon the exercise of the Drag-Along Option. Given this uncertainty it was not commercially practicable to seek the approval of the Shareholders for the grant of the Drag-Along Option by way of entry into of the Supplemental SHA. Accordingly on 6 July 2022, the Company submitted an application to the SGX-ST, to seek a waiver from Listing Rule 1019 in relation to the entry into of the Supplemental SHA by the Silverlake Subsidiary on the above basis.

3. WAIVER GRANTED BY SGX-ST

The Board is pleased to announce that on 26 July 2022, SGX-ST has confirmed that based on the information available to the Company the ratios calculated at the current point in time will not exceed 5% and therefore falls under the category of non-discloseable transactions. Accordingly, no shareholder's approval is required for the entry into of the Supplemental SHA as the Drag Along Option is a "non-disclosable transaction" based on the information available at the point in time the Drag Along Option is granted by the Company.

4. ENTRY INTO SUPPLEMENTAL SHA

The Board is pleased to announce that on 1 August 2022, the Company has entered into the Supplemental SHA.

5. DIRECTORS OR SUBSTANTIAL SHAREHOLDERS' INTEREST

None of the Directors or substantial shareholders of the Company has any interest, directly or indirectly, in the Proposed Investment, other than through their respective shareholdings in the Company.

By Order of the Board

Andrew Tan Teik Wei
Group Managing Director

1 August 2022