

[See Explanatory Note (iii)]

[See Explanatory Note (iv)]

[See Explanatory Note (v)]

[See Explanatory Note (vi)]

the mandate after adjusting for:

[See Explanatory Note (viii)] 14. RENEWAL OF SHARE PURCHASE MANDATE

[See Explanatory Note (x)] BY ORDER OF THE BOARD Tan Min-Li Hoong Lai Ling Joint Company Secretaries Singapore Date: 9 October 2015 **Explanatory Notes**:

Notes:

to the instrument of proxy. Personal data privacy:

breach of warranty

(I) (II)

12. AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES

(c) any subsequent bonus issue, consolidation or subdivision of shares. [See Explanatory Note (vii)]

15. RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

AS SPECIAL BUSINESS

8.

9.

SILVERLAKE AXIS LTD (incorporated in Bermuda with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

- To re-elect YBha, Tan Sri Dato' Dr. Lin See-Yan who is retiring under Bye-Law 86(1) of the Company's Bye-Laws

- To re-elect Mr. Lim Kok Min who is retiring under Bye-Law 86(1) of the Company's Bye-Laws

To re-elect Tan Sri Dato' Dr. Mohd Munir bin Abdul Majid who is retiring under Bye-Law 85(6) of the Company's Bye-Laws.

10. To re-appoint Messrs Ernst & Young, as auditors of the Company and to authorise the Directors to fix their remuneration. 11. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

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

To re-elect Ms. Goh Shiou Ling who is retiring under Bye-Law 85(6) of the Company's Bye-Laws.

To re-elect Ms. Yau Ah Lan @ Fara Yvonne (a.k.a Datuk Yvonne Chia) who is retiring under Bye-Law 85(6) of the Company's Bye-Laws.

13. AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER SILVERLAKE AXIS LTD PERFORMANCE SHARE PLAN 2010

time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:

(i) the date on which the next Annual General Meeting of the Company is held or required by law to be held; or

(iii) the date by which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- [See Explanatory Note (ii)]

- To approve the payment of Directors' Fees of \$\$960,000 (2015: \$\$506,000) for the financial year ending 30 June 2016, to be paid quarterly in arrears.
- 3. To approve the payment of additional Directors' Fees of \$\$16,500 for the financial year ended 30 June 2015.
- 2. To declare a final tax exempt 1-Tier dividend of Singapore cents 1.2 per share for the financial year ended 30 June 2015 as recommended by the Directors. **Resolution 2**

"THAT pursuant to Rule 806 of the Listing Manual ("Listing Manual") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors be empowered to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit,

PROVIDED ALWAYS THAT the aggregate number of shares and convertible securities to be issued pursuant to this resolution shall not exceed fifty percent (50%) of the total number of issued shares excluding treasury shares, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than twenty percent (20%) of the total number of issued shares excluding treasury shares, and that such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting. For the purpose of Rule 806(2), the total number of issued shares excluding treasury shares at the time of passing of this resolution approving

(a) new shares arising from the conversion or exercise of convertible securities;
(b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and

"THAT authority be and is hereby given to the Directors of the Company to grant awards from time to time in accordance with the provisions of the Silverlake Axis Ltd Performance Share Plan (the "PSP" and to allot and issue from time to time such number of shares as may be required to be issued pursuant to the release of awards granted under the PSP, provided always that the aggregate number of shares to be issued pursuant to the PSP shall not exceed 5% of the total number of issued shares excluding treasury shares from time to time, as determined in accordance with the provisions of the PSP.

(a) for the purposes of Sections 76C and 76E of Companies Act, Cap. 50 ("Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the maximum Price (as hereafter defined), whether by way of:

(i) market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or

(ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act, and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally the "Share Purchase Mandate"):

and outerwise in a contrained with an other laws, regulations and rules of the Sox-ST as may not the time being de applicable, be and is neverly administrational approved generally and incombining (the "Share Purchase Mandate");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any

(c) In this Resolution:

"Prescribed Limit" means that number of issued Shares representing 10% of the issued Shares of the Company as at the date of the passing of this Resolution (excluding any Shares which are held

as treasury shares); and
"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
(i) in the case of a Market Purchase, 105% of the Average Closing Price; and
(ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price,

"Average Closing Price" means the average of the closing market prices of a Share over the last 5 market days on which Shares were transacted on the SGX-ST immediately preceding the date of making the Market Purchase by the Company or, as the case may be, the date of making the offer pursuant to the Off-Market Purchase, as deemed to be adjusted for any corporate action that occurs

making the Market Purchase by the Company or, as the case may be, the date of making the offer pursuant to the Off-Market Purchase, as deemed to be adjusted for any corporate action that occurs after the relevant 5 market day period;

"date of making of the offer" means the day on which the Company makes an offer for the purchase of Shares from shareholders stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase, and

"market day" means a day on which the SGX-ST is open for trading in securities; and (0) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution."

[See Explanatory Note (ix)]

(f) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the SGX-ST for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the types of the interested person transactions ("Recurrent Transactions") set out in the Company's Circular to Shareholders dated 2 October 2008 ("Circular"), with any party who is of the classes of Interested Person described in the Circular provided that such interested transactions are carried out on normal commercial terms and in accordance with the review

procedures for Recurrent Transactions as set out in the Circular ("General Mandate");

(ii) the General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company;

(iii) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by the SGX-ST from time to time; and

(iv) the Directors of the Company and each of them be hereby authorised to complete and do all such acts and things including executing all such documents as may be required as they or he may consider expedient or necessary or in the interest of the Company to give effect to the General Mandate and/or this Resolution.*

If re-elected under Resolution 5 above, YBig, Tan Sri Dato' Dr. Lin See-Yan will remain as an Independent Director of the Company, the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. He will be considered as independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. There is no relationship including immediate family relationships between YBhg. Tan Sri Dato' Dr. Lin See-Yan and the other Directors, the Company, or its 10% shareholders (as defined in the Code of Corporate Governance 2012 (the "Code")). The detailed information of YBhg. Tan Sri Dato' Dr. Lin See-Yan can be

Dr. Lin See-Yan and the other Directors, the Company, or its 10% shareholders (as defined in the Code of Corporate Governance 2012 (the "Code")). The detailed information of YBhg. Ian Sri Dato' Dr. Lin See-Yan can be found at page 16 of the Annual Report.

If re-elected under Resolution 6 above, Mr. Lim Kok Min will remain as an Independent Director of the Company, a member of the Audit Committee, Remuneration Committee and Nominating Committee. He will be considered as independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. There is no relationship including immediate family relationships between Mr. Lim Kok Min and the other Directors, the Company, or its 10% shareholders (as defined in the Code). The detailed information of Mr. Lim Kok Min can be found at page 17 of the Annual Report.

If re-elected under Resolution 7 above, Tan Sri Dato' Dr. Mohd Munir bin Abdul Majid will remain as an Independent Director of the Company, a member of the Audit Committee and Nominating Committee. He will be considered as independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. There is no relationship including immediate family relationships between Tan Sri Dato' Dr. Mohd Munir bin Abdul Majid and the other Directors, the Company, or its 10% shareholders (as defined in the Code). The detailed information of Tan Sri Dato' Dr. Mohd Munir bin Abdul Majid can be found at page 19 of the Annual Report.

If re-elected under Resolution 3 above, Ms. Yau Ah Lan @ Fara Yvonne (a.k. a Datuk Yvonne Chia) will remain as an Independent Director of the Company, a member of the Remuneration Committee and Nominating Committee.

She will be considered as independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. There is no relationship including immediate family relationships between Ms. Yau Ah Lan @ Fara Yvonne (a.k. a Datuk Yvonne Chia) and the other Directors, the Company, or its 10% shareholders (as defined in the Code). The detailed information of Ms. Yau Ah Lan @ Far

Datuk Yvonne Chia) and the other Directors, the Company, or its 10% shareholders (as defined in the Code). The detailed information of Ms. Yau Ah Lan @ Fara Yvonne (a.k.a Datuk Yvonne Chia) can be found at page 20 of the Annual Report.

If re-elected under Resolution 9 above, Ms. Goh Shiou Ling will remain as a Non-Executive and Non-Independent Director of the Company and a member of Nominating Committee. Ms. Goh Shiou Ling is the daughter of Mr. Goh Peng Ooi who is the Group Executive Chairman and substantial shareholder of the Company. Save as disclosed herein, there is no relationship including immediate family relationships between Ms. Goh Shiou Ling and the other Directors, the Company, or its 10% shareholders (as defined in the Code). The detailed information of Ms. Goh Shiou Ling can be found at page 21 of the Annual Report.

Resolution 11 above, if passed, will empower the Directors of the Company to issue shares and convertible securities in the Company up to a maximum of fifty percent (50%) of the issued share capital of the Company (of

which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty percent (20%) of the issued share capital of the Company, for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting. Subject to the provisos in Ordinary Resolution 11, the Directors may issue shares notwithstanding that authority pursuant to Ordinary Resolution 11 has ceased to be in force if the shares are issued in pursuance of an offer, agreement or option made or granted by the Directors while the authority pursuant to this Resolution was in force and if such offer, agreement or option made or granted by the Directors while the authority pursuant to this Resolution was in force and if such offer, agreement or option made or granted by the Directors while the authority pursuant to this Resolution was in force and if such offer, agreement or option made or granted by the Directors while the authority pursuant to this Resolution was in force and if such offer, agreement or option made or granted by the Directors while the authority pursuant to this Resolution was in force and if such offer, agreement or option which would or might require shares to be issued after the expiration of the authority.

Resolution 13 proposed above, if passed, will be effective until the next Annual General Meeting, the Share Purchase Mandate for the Company to make purchases or acquisitions of its issued ordinary shares. The Company intends to use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance purchases or acquisitions of its shares. Please refer to the Letter to Shareholders on (I) Proposed Renewal of Share Purchase Mandate and (II) Proposed Renewal of Interested Persons Transactions ("IPT") General Mandate dated 9 October 2015.

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than 2 proxies to attend and vote in his stead.

Where a shareholder appoints 2 proxies, the appointments shall be invalid unless the shareholder specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy in the

A proxy need not be a sharenonoer.

The instrument appointing a proxy or proxies must be deposited at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 0.48623, not less than 48 hours before the time of the Annual General Meeting.

The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. If the appointor is a corporation, the instrument appointing a proxy or proxies must be executed by the appointor under its common seal or under the hand of an officer, attorney or other person authorised to sign the same. The power of attorney or other authority (if any) or a duly certified copy thereof must be attached

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and yote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(les) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(les) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(les) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's

Please refer to the Letter to Shareholders on (I) Proposed Renewal of Share Purchase Mandate and (II) Proposed Renewal of Interested Persons Transactions ("IPT") General Mandate dated 9 October 2015

Resolution 3 is to obtain approval on the payment of Directors' Fees (pro-rated) to the new Directors who were appointed during the financial year ended 30 June 2015

(viii) Resolution 12 proposed above, if passed, will empower the Directors of the Company, to grant awards and to allot and issue shares in accordance with the PSP.

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2015 together with the Directors' Report and Auditors' Report thereon. **Resolution 1**
- AS ORDINARY BUSINESS

Resolution 3

Resolution 4

Resolution 5

Resolution 6

Resolution 7

Resolution 8

Resolution 9

Resolution 10

Resolution 11

Resolution 12

Resolution 13

Resolution 14

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of SILVERLAKE AXIS LTD will be held at Rendezvous Grand Hotel Singapore, 9 Bras Basah Road, Singapore 189559 on 26 October 2015, Monday at 10.00 am for the