

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**AGM**”) of SILVERLAKE AXIS LTD. (the “**Company**”) will be convened and held by way of electronic means via a live audio-visual webcast or live audio-only stream (“**Live Webcast**”) on Thursday, 27 October 2022 at 2.00 p.m. to transact the following business:

### AS ORDINARY BUSINESS

- |    |   |                              |
|----|---|------------------------------|
| 1. | To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Directors’ Statement and Auditors’ Report thereon. | <b>Ordinary Resolution 1</b> |
| 2. | To declare a final tax exempt 1-tier dividend of Singapore 0.70 cents per ordinary share for the financial year ended 30 June 2022 as recommended by the Directors.                 | <b>Ordinary Resolution 2</b> |
| 3. | To approve the payment of Directors’ Fees of S\$1,200,000 (2021: S\$1,200,000) for the financial year ending 30 June 2023, to be paid quarterly in arrears.                         | <b>Ordinary Resolution 3</b> |
| 4. | To re-elect Mr. Andrew Tan Teik Wei, a director retiring pursuant to Regulation 108(1) of the Company’s Constitution.<br>[See Explanatory Note (i)(a)]                              | <b>Ordinary Resolution 4</b> |
| 5. | To re-elect Dr. Kwong Yong Sin, a director retiring pursuant to Regulation 108(1) of the Company’s Constitution.<br>[See Explanatory Note (i)(b)]                                   | <b>Ordinary Resolution 5</b> |
| 6. | To re-elect Mr. Yano Satoru, a director retiring pursuant to Regulation 108(1) of the Company’s Constitution.<br>[See Explanatory Note (i)(c)]                                      | <b>Ordinary Resolution 6</b> |
| 7. | To re-elect Mr. Chee Hin Kooi, a director retiring pursuant to Regulation 107 of the Company’s Constitution.<br>[See Explanatory Note (i)(d)]                                       | <b>Ordinary Resolution 7</b> |
| 8. | To re-appoint Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration.  | <b>Ordinary Resolution 8</b> |
| 9. | To transact any other ordinary business which may properly be transacted at an AGM.   |                              |

### AS SPECIAL BUSINESS

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

- |     |  |                              |
|-----|--|------------------------------|
| 10. | <b>AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES</b><br>“THAT pursuant to the Section 161 of the Companies Act 1967 of Singapore (the “ <b>Act</b> ”) and Rule 806 of the Listing Manual (“ <b>Listing Manual</b> ”) of the Singapore Exchange Securities Trading Limited (“ <b>SGX-ST</b> ”), the Directors of the Company be authorised and empowered to: | <b>Ordinary Resolution 9</b> |
|     | (a) (i) allot and issue shares in the Company (“ <b>Shares</b> ”), whether by way of rights, bonus or otherwise; and/or  |                              |
|     | (ii) make or grant offers, agreements or options (collectively, “ <b>Instruments</b> ”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,  |                              |
|     | at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and,   |                              |
|     | (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while such authority was in force,  |                              |

## Notice of Annual General Meeting (cont'd)

provided that:

- (1) the aggregate number of Shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) subject to such calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, measures, guidelines, practice notes, and other materials issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), in particular the SGX-ST Listing Manual and the Company's Constitution for the time being; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."

[See Explanatory Note (ii)]

### 11. RENEWAL OF SHARE PURCHASE MANDATE

### Ordinary Resolution 10

"THAT:

- (a) for the purposes of Sections 76C and 76E of the 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:
  - (1) on-market purchases (each a "**Market Purchase**") on the SGX-ST; and/or
  - (2) 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**");
- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Act;
- (c) 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 time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
  - (1) the date on which the next Annual General Meeting of the Company is held or required by law to be held; or
  - (2) the date on which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

## Notice of Annual General Meeting (cont'd)

(d) In this Resolution:

**"Prescribed Limit"** means that number of issued Shares representing 10% of the total number of issued Shares of the Company as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings) unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the relevant period in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered; and

**"Maximum Price"** in relation to a Share to be purchased, means an amount (excluding brokerage, commission, clearance fees, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(1) in the case of a Market Purchase, 105% of the Average Closing Price; and

(2) in the case of an Off-Market Purchase, 120% of the Average Closing Price,

where:

**"Average Closing Price"** means the average of the closing market prices of a Share over the last five (5) market days on which Shares were 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 making the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-market day period and on the day on which the purchases are made;

**"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 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;

**"market day"** means a day on which the SGX-ST is open for trading in securities; and

(e) 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 (iii)]

## 12. RENEWAL OF INTERESTED PERSONS TRANSACTIONS GENERAL MANDATE

Ordinary Resolution 11

"THAT:

(a) 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 persons 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 Persons described in the Circular, provided that such interested persons 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**");

(b) 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;

(c) the Audit and Risk 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 amendments to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by the SGX-ST from time to time; and

(d) 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."

[See Explanatory Note (iv)]

13. **AUTHORITY TO OFFER AND GRANT AWARDS AND ALLOT AND ISSUE SHARES UNDER THE SILVERLAKE AXIS LTD. PERFORMANCE SHARE PLAN** **Ordinary Resolution 12**

"THAT, pursuant to Section 161 of the Act, the Directors of the Company be and are hereby authorised and empowered to offer and grant awards ("**Awards**") in accordance with the provisions of the Silverlake Axis Ltd. Performance Share Plan (the "**PSP**") and to allot and issue or transfer from time to time such number of fully paid-up new Shares as may be required to be allotted and delivered pursuant to the vesting of the Awards granted by the Company under the PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of Shares to be issued pursuant to the PSP shall not exceed ten per centum (10%) of the total issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier."

[See Explanatory Note (v)]

**BY ORDER OF THE BOARD**

**Ang Siew Koon**

**Kuan Yoke Kay**

Joint Company Secretaries  
Singapore

Date: 11 October 2022

**Explanatory Notes:**

- (i) (a) Mr. Andrew Tan Teik Wei, if re-elected under Resolution 4 above, will remain as the Group Managing Director. Detailed information on Mr. Andrew Tan Teik Wei can be found on page 10 of the Annual Report.
- (b) Dr. Kwong Yong Sin, if re-elected under Resolution 5 above, will remain as a Non-Independent Non-Executive Director. Detailed information on Dr. Kwong Yong Sin can be found on page 11 of the Annual Report.
- (c) Mr. Yano Satoru, if re-elected under Resolution 6 above, will remain as an Independent Non-Executive Director, and a member of Strategic Investment Committee. Detailed information on Mr. Yano Satoru can be found on page 12 of the Annual Report.
- (d) Mr. Chee Hin Kooi, if re-elected under Resolution 7 above, will remain as a Non-Independent Non-Executive Director. Detailed information on Mr. Chee Hin Kooi can be found on page 13 of the Annual Report.
- (ii) Resolution 9 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares and make or grant Instruments convertible into Shares and to issue shares pursuant to such Instruments, up to a maximum of fifty per centum (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 per centum (20%) of the issued share capital of the Company) for such purposes as they consider would be in the interests of the Company.
- (iii) Please refer to the Letter to Shareholders dated 11 October 2022 ("**Letter**") for more details on the renewal of Share Purchase Mandate.
- (iv) Please refer to the Letter for more details on the renewal of Interested Persons Transactions General Mandate.
- (v) Resolution 12 proposed above is to authorise the Directors to grant share awards and to issue shares under the PSP approved by the shareholders of the Company at the Special General Meeting of the Company held on 27 October 2020.

## Notice of Annual General Meeting (cont'd)

### Record Date and Payment Date for Final Dividend

Subject to the approval of members at the forthcoming Annual General Meeting, the Register of Members and the Transfer Books of the Company will be closed on Tuesday, 8 November 2022 for the purpose of preparing dividend warrants for the final dividend ("**Dividend**").

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 up to 5.00 p.m. on Monday, 7 November 2022 (the "**Record Date**") will be registered to determine members' entitlements to the Dividend. Subject as aforesaid, persons whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on the Record Date will be entitled to the Dividend.

The Dividend, if approved by the members at the AGM, will be paid on Wednesday, 16 November 2022.

### Important Notes:

#### 1. Pre-Registration:

The AGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended on 14 April 2020, 24 April 2020 and 29 September 2020) and the Joint Statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued on 13 April 2020 (as further updated on 1 October 2020) titled "Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation". Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in this notice of AGM.

This notice of AGM may be accessed at the URLs <https://www.sgx.com/securities/company-announcements> and <http://www.silverlakeaxis.com/investor-relation/shareholders-meetingsFY2022>.

**Members will not be able to attend the AGM physically.** The AGM proceedings will be carried out via a live audio-visual webcast or live audio-only stream ("**Live Webcast**"). In order to participate at the AGM, members must pre-register their details including full name (as per CDP record), NRIC/Passport/Company Registration No., contact number and email address on the Company's AGM pre-registration website at the URL <https://conveneagm.sg/SilverlakeAxisAGM2022> before **2.00 p.m. on Monday, 24 October 2022** ("**Registration Deadline**") for the Company to verify their status as members.

A corporate member which has authorised an individual to act as its corporate representative to attend, speak and vote at the AGM must similarly pre-register such individual and submit the certificate of appointment / proxy form accordingly.

Verified members will receive an email by **2.00 p.m. on Wednesday, 26 October 2022** containing instructions to access the Live Webcast. Members must not forward the link or their log-in details to third persons who are not members or who are not entitled to attend the AGM proceedings.

Members who do not receive an email by **2.00 p.m. on Wednesday, 26 October 2022** but have registered before the Registration Deadline should contact our Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. by email at [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com) or call the general telephone number at +65 6536 5355 during office hours.

#### 2. Submission of Questions:

Members who have registered and are verified to attend the AGM will be able to ask questions relating to the resolutions to be tabled for approval at the AGM by submitting text-based questions through real-time electronic communication during the AGM within a prescribed time limit. The Company will endeavour to respond to questions as far as are reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Members who have any substantial and relevant questions in relation to any agenda item of this Notice, may also send their queries to the Company in advance by **2.00 p.m. on Wednesday, 19 October 2022** through the pre-registration website at the URL <https://conveneagm.sg/SilverlakeAxisAGM2022>.

The Company will upload the Company's responses to substantial and relevant queries from members on the SGXNet and the Company's website by **Friday, 21 October 2022**.

## Notice of Annual General Meeting (cont'd)

### 3. Submission of Proxy Form:

(a) **Live Voting:** Members may cast their votes for each resolution through real-time remote electronic voting at the AGM. Unique access details for live voting will be provided to Members who have registered and are verified to attend the AGM.

(b) **Voting by Proxy:** Members can vote at the AGM themselves, or

- (i) through their duly appointed proxy(ies) (other than the Chairman). A member may appoint not more than two (2) proxies and the proportion of the shareholdings to be represented by each proxy shall be specified in the instrument.

A proxy need not be a member of the Company.

or

- (ii) appoint the Chairman of the AGM as their proxy.

Members are advised to give specific instructions as to voting or abstentions from voting on the resolutions set out in the proxy form. The proxy form attached to the Notice of AGM can be downloaded from the Company's announcement on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.silverlakeaxis.com/investor-relation/shareholders-meetingsFY2022>.

Investors, including CPFIS/SRS investors, who hold shares through their relevant intermediaries (as defined in Section 181 of the Act), which would include in the case of CPFIS/SRS investors, their respective CPF Agent Banks/SRS Operators, may:

- (a) vote at the AGM if they are appointed as proxies by their CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes at least seven (7) working days before the AGM, i.e. by **2.00 p.m. on Tuesday, 18 October 2022**.

Completed and signed proxy form must be submitted by **2.00 p.m. on Monday, 24 October 2022** (being not less than seventy-two (72) hours before the time fixed for the AGM) either:

- (i) **by email** to [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com); or
- (ii) **by post** to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

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

**In view of the current COVID-19 situation, members are strongly encouraged to submit completed proxy forms electronically via email.**

### 4. Annual Report and other documents:

The annual report for the financial year ended 30 June 2022, this Notice of AGM and the proxy form for the AGM can be accessed from the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.silverlakeaxis.com/investor-relation/shareholders-meetingsFY2022>.

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### Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 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 shareholders disclose the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholders have obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholders will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

Notice of Annual General Meeting (cont'd)

**Additional information on Directors seeking for re-election:**

Name of Director	Andrew Tan Teik Wei	Dr. Kwong Yong Sin	Yano Satoru	Chee Hin Kooi
Date of appointment	1 July 2019	20 August 2004	24 October 2019	1 May 2022
Date of Last Re-election (if applicable)	24 October 2019	24 October 2019	-	-
Age	64	66	60	52
Country of principal residence	Malaysia	Malaysia	Singapore	Malaysia
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	Please refer to the Corporate Governance section in the Company's 2022 Annual Report.			
Whether appointment is executive, and if so, the area of responsibility	Executive. Responsible for the overall planning of the business direction and development of the Group.	Non-Executive	Non-Executive	Non-Executive
Job title	<ul style="list-style-type: none"> <li>Group Managing Director</li> </ul>	<ul style="list-style-type: none"> <li>Non-Independent Non-Executive Director</li> </ul>	<ul style="list-style-type: none"> <li>Independent Non-Executive Director</li> <li>Strategic Investment Committee member</li> </ul>	<ul style="list-style-type: none"> <li>Non-Independent Non-Executive Director</li> </ul>
Professional qualifications	Please refer to the Board of Directors section in the Company's 2022 Annual Report.			
Working experience and occupation(s) during the past 10 years	Please refer to the Board of Directors section in the Company's 2022 Annual Report.			
Shareholding interest in the listed issuer and its subsidiaries	<u>Direct interest:</u> 8,600,000 shares in the Company	<u>Direct interest:</u> 18,972,000 shares in the Company <u>Deemed interest:</u> 2,275,000 shares in the Company through his spouse	-	-
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No	No	No
Conflict of interest (including any competing business)	None	None	None	None
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) of the Mainboard Rules has been submitted to the listed issuer	Yes	Yes	Yes	Yes
Items (a) to (k) of Appendix 7.4.1 of the Mainboard Rules	All items have been declared as "No".	All items have been declared as "No".	All items have been declared as "No".	All items have been declared as "No".