

## VOLUNTARY UNCONDITIONAL OFFER

by



**UNITED OVERSEAS BANK LIMITED**  
(Company Registration No.: 193500026Z)  
(Incorporated in the Republic of Singapore)

for and on behalf of

**E2I LTD.**  
(Company Registration No.: 202427993M)  
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

**SILVERLAKE AXIS LTD.**  
(Company Registration No.: 202133173M)  
(Incorporated in the Republic of Singapore)

other than those already held by the Company as treasury shares and those already owned, controlled or agreed to be acquired by the Offeror as at the date of the Offer

### **DEALINGS DISCLOSURE, LEVEL OF ACCEPTANCES, LOSS OF FREE FLOAT, AND NON-ASSENTING SHAREHOLDERS' RIGHTS UNDER SECTION 215(3) OF THE COMPANIES ACT**

#### **1. INTRODUCTION**

1.1 United Overseas Bank Limited ("**UOB**" or the "**Financial Adviser**") refers to:

- (a) the offer announcement dated 26 August 2024 in relation to the voluntary unconditional offer (the "**Offer**") by UOB, for and on behalf of E2I Ltd. (formerly known as E2I Pte. Ltd.) (the "**Offeror**"), to acquire all the issued and paid-up ordinary shares (the "**Shares**") in the capital of Silverlake Axis Ltd. (the "**Company**") other than those already held by the Company as treasury shares and those already owned, controlled or agreed to be acquired by the Offeror as at the date of the Offer in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the "**Code**");
- (b) the offer document dated 9 September 2024 (the "**Offer Document**") issued by UOB, for and on behalf of the Offeror, in connection with the Offer;
- (c) the announcement dated 24 September 2024, under which UOB announced, for and on behalf of the Offeror, that the Offer Consideration is final and that the Offeror does not intend to increase the Offer Consideration;
- (d) the announcement dated 4 October 2024, under which UOB announced, for and on behalf of the Offeror, that the Closing Date for the Offer has been extended to 5.30 p.m. (Singapore time) on 21 October 2024 or such later date(s) as may be announced from time to time by or on behalf of the Offeror; and

(e) all other announcements issued by UOB, for and on behalf of the Offeror, in relation to the Offer.

1.2 Unless otherwise defined, capitalised terms in this Announcement shall bear the same meaning as set out in the Offer Document.

## 2. DEALINGS DISCLOSURE

Pursuant to Rule 12.1 of the Code, the Financial Adviser wishes to announce, for and on behalf of the Offeror, that the following dealings in the Shares on the SGX-ST<sup>1</sup> were made by the Offeror on 7 October 2024:

Total number of Shares acquired by the Offeror by way of open market purchases	139,300
Percentage of total number of issued Shares <sup>2</sup> represented by the number of Shares acquired	0.006%
Price paid per Share (excluding brokerage commission, clearing fees and goods and services tax)	S\$0.36
Resultant total number of Shares owned or controlled by the Offeror and its Concert Parties	2,276,543,607
Resultant total percentage of the total number of issued Shares owned or controlled by the Offeror and its Concert Parties	90.53%

## 3. LEVEL OF ACCEPTANCES

The Financial Adviser wishes to announce, for and on behalf of the Offeror, that:

### 3.1 Acceptances of the Offer

Based on information provided to the Offeror, as at 5.30 p.m. (Singapore time) on 7 October 2024, the Offeror has received, pursuant to the Offer, valid acceptances in respect of 2,246,433,407 Offer Shares, representing approximately 89.33% of the total number of issued Shares.

Based on information available to the Offeror, the above-mentioned acceptances include (a) 1,862,760,568 Offer Shares, representing approximately 74.07% of the total number of issued Shares, tendered by ZFPL pursuant to its Irrevocable Undertaking provided to the Offeror; (b)

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<sup>1</sup> In this Announcement, Shares acquired pursuant to a trade done on the SGX-ST on a trading date are regarded as Shares already acquired and owned by the Offeror on that trading date, notwithstanding that the settlement of that trade will occur two (2) market days later.

<sup>2</sup> Unless otherwise stated, references in this Announcement to the total number of issued Shares shall refer to the total number of 2,514,757,359 issued Shares (excluding 181,715,441 treasury shares) as at the date of this Announcement.

630,400 Offer Shares, representing approximately 0.03% of the total number of issued Shares, tendered by Ms Goh; and (c) 50,000 Offer Shares, representing approximately 0.002% of the total number of issued Shares, tendered by Mr Ng.

### 3.2 Shares held before the Offer Period

As at 26 August 2024, being the Offer Announcement Date, the Offeror and its Concert Parties collectively owned or controlled an aggregate of 1,863,440,968 Shares, representing approximately 74.10% of the total number of issued Shares.

### 3.3 Shares acquired or agreed to be acquired during the Offer Period

From the Offer Announcement Date and up to 5.30 p.m. (Singapore time) on 7 October 2024, save for the acquisition by the Offeror by way of open market purchases on the SGX-ST of an aggregate of 30,110,200 Shares, representing approximately 1.20% of the total number of issued Shares, neither the Offeror nor any of its Concert Parties (based on information available to the Offeror as at 5.30 p.m. (Singapore time) on 7 October 2024) has acquired or agreed to acquire any further Shares (other than pursuant to valid acceptances of the Offer).

### 3.4 Aggregate Holdings

Accordingly, based on information available to the Offeror, as at 5.30 p.m. (Singapore time) on 7 October 2024, the Offeror and its Concert Parties owned, controlled or have agreed to acquire (including by way of valid acceptances of the Offer) an aggregate of 2,276,543,607 Shares<sup>3</sup>, representing approximately 90.53% of the total number of issued Shares.

## 4. LOSS OF FREE FLOAT AND OFFEROR'S INTENTIONS

4.1 Based on information provided to the Offeror, as at 5.30 p.m. (Singapore time) on 7 October 2024, approximately 9.47% of the issued Shares (excluding any Shares held in treasury) are held by public Shareholders.

4.2 Under Rule 1105 of the Listing Manual, as the Offeror has received valid acceptances pursuant to the Offer that bring the holdings owned by it and its Concert Parties to above 90% of the total number of issued Shares (excluding any Shares held in treasury), the SGX-ST may suspend the trading of the Shares on the SGX-ST until such time it is satisfied that at least 10% of the total number of issued Shares (excluding any Shares held in treasury) are held by at least 500 Shareholders who are members of the public. Under Rule 1303(1) of the Listing Manual, if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued Shares (excluding any Shares held in treasury), thus causing the percentage of the total number of issued Shares (excluding any Shares held in treasury) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.

4.3 Separately, Rule 723 of the Listing Manual requires the Company to ensure that at least 10% of the total number of Shares in issue (excluding any Shares held in treasury) is at all times held by the public ("**Free Float Requirement**"). In addition, under Rule 724(1) of the Listing

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<sup>3</sup> The aggregate holdings of the Offeror and its Concert Parties has been adjusted to avoid double counting in respect of the 1,863,440,968 Offer Shares tendered by Concert Parties of the Offeror in acceptance of the Offer as mentioned in paragraph 3.1 above.

Manual, if the Free Float Requirement is not met, the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend trading of all the Shares. Rule 724(2) of the Listing Manual states that the SGX-ST may allow the Company a period of 3 months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares (excluding any Shares held in treasury) in public hands to at least 10%, failing which the Company may be delisted from the SGX-ST.

4.4 **As stated in the Offer Document, it is the intention of the Offeror not to preserve the listing status of the Company and not to support any action or take any steps to maintain the listing status of the Company in the event that the Free Float Requirement is not met and the trading of Shares on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual.**

4.5 **The Offeror reserves the right to seek a voluntary delisting of the Company from the SGX-ST pursuant to Rules 1307 and 1309 of the Listing Manual (collectively, the "Voluntary Delisting Rules"). The SGX-ST will generally consider waiving strict compliance with the Voluntary Delisting Rules if (a) the Offer is fair and reasonable (and the IFA has opined that the Offer is fair and reasonable), and (b) the Offeror has received acceptances from independent Shareholders at the close of the Offer that represent a majority of least 75% of the total number of issued Shares held by Shareholders (other than persons acting in concert with the Offeror) (the "Independent Shareholders"). The Offeror will make an announcement if it receives acceptances of the Offer in respect of 75% of the total number of issued Shares held by Independent Shareholders. If the waiver conditions are not met and the Company wishes to undertake a voluntary delisting, it will need to do so in accordance with the Voluntary Delisting Rules. In the event the Company is unable to meet the conditions for a voluntary delisting, the Company will be obliged to comply with the Listing Manual, including the requirement to restore its public float (through private placement or otherwise). Shareholders and investors should note there is the risk that the Company may be subject to prolonged suspension if both the Free Float Requirement and the requisite conditions for a delisting are not met.**

## **5. NON-ASSENTING SHAREHOLDERS' RIGHTS UNDER SECTION 215(3) OF THE COMPANIES ACT**

5.1 As the Offeror has received valid acceptances pursuant to the Offer which, together with the treasury Shares and the Shares held by the Offeror and its related corporations (or their respective nominees) and any person or body corporate falling within the meaning of Section 215(9A) of the Companies Act, comprise 90% or more of the total number of issued Shares (including treasury Shares), Shareholders who do not accept the Offer ("**Non-Assenting Shareholders**") will have the right under and subject to Section 215(3) of the Companies Act and the terms set out in the prescribed form 58 under the Companies Act ("**Form 58**"), to require the Offeror to acquire their Shares on the same terms as for the Offer.

5.2 The Offeror will despatch a letter to Non-Assenting Shareholders, together with the prescribed Form 58 in due course. **Non-Assenting Shareholders who wish to exercise their rights under Section 215(3) of the Companies Act or who are in doubt as to their position are advised to seek their own independent legal advice.**

5.3 However, Shareholders should note that the Offer remains open for acceptance as stated in

paragraph 7 below and the Offer therefore remains an opportunity for Shareholders to realise their Shares at the Offer Price as soon as practicable rather than awaiting the despatch of the Form 58.

## **6. OFFEROR NOT ENTITLED TO EXERCISE RIGHT OF COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT**

6.1 Shareholders should note that as at the date of this Announcement, the Offeror has not received the requisite level of acceptance for any rights of compulsory acquisition under Section 215(1) of the Companies Act ("**Section 215(1) Rights**") to arise.

6.2 As at 5.30 p.m. (Singapore time) on 7 October 2024, the Offeror has received valid acceptances pursuant to the Offer and/or acquired such number of Shares which is less than 90% of the total number of issued Shares (excluding treasury Shares and other than those already held as at the date of the Offer by the Offeror and its related corporations (or their respective nominees) or any person or body corporate falling within the meaning of Section 215(9A) of the Companies Act).

6.3 As such, as at the date of this Announcement, the Offeror is **NOT** entitled to exercise any Section 215(1) Rights and there is no assurance that it will be entitled to do so. This is notwithstanding that the Shareholders have a right to require the Offeror to acquire their Shares on the same terms as the Offer in accordance with Section 215(3) of the Companies Act.

## **7. CLOSING DATE OF THE OFFER**

As stated in the announcement dated 4 October 2024 issued by UOB, for and on behalf of the Offeror, the Offer remains open for acceptance until **5.30 p.m. (Singapore time) on 21 October 2024**, or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "**Closing Date**").

## **8. PROCEDURES FOR ACCEPTANCE OF THE OFFER**

8.1 **Shareholders who have accepted the Offer.** Shareholders who have validly accepted the Offer prior to the date of this Announcement are not required to take any action in relation to the Offer.

8.2 **Shareholders who have not accepted the Offer.** Shareholders who wish to accept the Offer but have not done so should complete, sign and submit their relevant Acceptance Form(s) and all other relevant documents as soon as possible so as to reach the Offeror not later than **5.30 p.m. (Singapore time) on the Closing Date**:

(a) If you hold Offer Shares deposited with CDP, please ensure that you submit the completed FAA:

(i) **by post**, in the pre-addressed envelope enclosed with the FAA at your own risk, to the Offeror c/o The Central Depository (Pte) Limited at Robinson Road Post Office, P.O. Box 1984, Singapore 903934, **OR**

(ii) **in electronic form**, via SGX's Investor Portal at [investors.sgx.com](https://investors.sgx.com) (in respect of

individual and joint-account holders only). Depositors who are corporations or joint-account holders **cannot** submit their FAA in electronic form and should sign the FAA per its/their signing mandate and where appropriate, affix its common seal to the FAA in accordance with its constitution or relevant constitutive documents. **Please note that only Shareholders who wish to elect to receive the Cash Consideration may submit their FAA in electronic form;** and

- (b) if you hold Offer Shares in scrip form, please ensure that you deliver the completed and signed FAT in its entirety, the share certificate(s), other document(s) of title and/or other relevant document(s) required by the Offeror and/or the Receiving Agent relating to the Offer Shares in respect of which you accept the Offer:
- (i) **by hand**, to the Offeror c/o Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632; or
  - (ii) **by post** at your own risk, to the Offeror c/o Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632,

in each case so as to arrive **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE**, in accordance with **Appendix 2** of the Offer Document. If the completed FAA is to be delivered by post to the Offeror, please use the pre-addressed envelope which is enclosed with the FAA which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting outside of Singapore.

- (c) If you wish to elect to receive the **Combi Consideration**, you must also submit by email to [e2i-corpsec@rajahtann.com](mailto:e2i-corpsec@rajahtann.com), an electronic scanned copy of the duly completed KYC Particulars Form, together with the supporting document(s) which are satisfactory to the Offeror, **at the same time** that you submit your completed FAA or FAT (as the case may be), failing which you will be deemed to have elected to receive the Cash Consideration.

Shareholders should call the UOB helpline at (65) 6539 7066 during office hours if they have any questions or require assistance completing the relevant Acceptance Form(s).

- 8.3 **Procedures for acceptance.** The procedures for acceptance of the Offer are set out in further detail in **Appendix 2** to the Offer Document and in the relevant Acceptance Form.
- 8.4 **SRS Investors.** SRS Investors should receive further information on how to accept the Offer from their respective SRS Agent Banks.

## 9. RESPONSIBILITY STATEMENT

- 9.1 The Directors and the ZFPL Directors (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

9.2 Where any information in this Announcement has been extracted or reproduced from published or otherwise publicly available sources (including without limitation, in relation to the Group), the sole responsibility of the Directors and the ZFPL Directors has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

Issued by

**UNITED OVERSEAS BANK LIMITED**

For and on behalf of

**E2I LTD.**

7 October 2024

Any enquiries relating to this Announcement or the Offer should be directed during office hours to the UOB helpline at (65) 6539 7066