



SILVERLAKE AXIS LTD.
(Registered in Singapore)
(Company Registration No. 202133173M)

OFF-MARKET EQUAL ACCESS OFFER

1. INTRODUCTION

The Board of Directors (the "**Board**" or the "**Directors**") of Silverlake Axis Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company proposes to undertake an off-market purchase of issued ordinary shares in the capital of the Company ("**Shares**") in accordance with the existing share purchase mandate approved and adopted at the Annual General Meeting of the Company held on 27 October 2021 ("**Share Purchase Mandate**").

2. THE EQUAL ACCESS OFFER

2.1 The share purchase under an off-market equal access scheme will be made on the terms and subject to the conditions to be set out in the formal offer letter ("**Offer Letter**") to be issued to the shareholders of the Company (the "**Shareholders**") on the following basis (the "**Equal Access Offer**"):

(a) **Offer Price**

The offer price for each Share will be S\$0.33 in cash (the "**Offer Price**").

(b) **Maximum Share Purchase Amount**

The Company will offer to purchase up to 242,424,242 Shares (the "**Maximum Share Purchase Amount**"), representing approximately 9.06% of the total number of 2,674,471,309 Shares in issue (excluding 22,001,491 treasury shares) as at the date of this announcement ("**Announcement Date**").

Under the Equal Access Offer, each Shareholder will be entitled to accept in full or partially the Equal Access Offer in respect of the Relevant Percentage (as defined below) of the Shares he/she/it holds as at the date on which the Equal Access Offer closes (the "**Closing Date**"), fractional entitlements to be disregarded ("**Entitled Shares**"). Shareholders may also elect not to accept the Equal Access Offer.

In addition to the entitlement to accept the Equal Access Offer in respect of the Entitled Shares, a Shareholder may tender Shares in excess of the Entitled Shares ("**Excess Shares**") for acceptance under the Equal Access Offer, if other Shareholders do not accept their full entitlement under the Equal Access Offer.

If the aggregate number of acceptances under the Equal Access Offer exceed the Maximum Share Purchase Amount (being the maximum number of Shares the

Company may purchase under the Equal Access Offer), the number of Excess Shares tendered by each accepting Shareholder will be reduced proportionately to ensure that the Company purchases no more than the Maximum Share Purchase Amount.

(c) **Eligibility**

The Equal Access Offer will be open to all Shareholders as reflected in the register of members of the Company or standing to the credit of the "Free Balance" of such Shareholders' securities account maintained with The Central Depository (Pte) Limited ("CDP"), as the case may be, at 5.00 p.m. on the Closing Date.

Participation in the Equal Access Offer is voluntary. An eligible Shareholder may elect not to participate in the Equal Access Offer.

(d) **Rights Attaching to Shares Acquired Pursuant to the Equal Access Offer**

The Shares which are acquired pursuant to the Equal Access Offer will be acquired fully paid and free from all claims, charges, equities, mortgages, liens, pledges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever, and together with all rights, benefits, entitlements and advantages attached thereto as at the Announcement Date, including the right to receive and retain all dividends, rights and other distributions (if any) which may be declared, paid or made thereon, on or after the Announcement Date. As such, the Offer Price may be adjusted to take into account dividends, rights and other distributions (if any) which may be declared, paid or made thereon, on or after the Announcement Date. Any such adjustments will be notified to Shareholders via SGXNET announcement(s).

(e) **Offer Period**

The period during which the Equal Access Offer will be open for acceptance by eligible Shareholders shall be determined by the Board and set out in the Offer letter.

2.2 All Shares purchased or acquired by the Company pursuant to the Equal Access Offer shall be cancelled or held by the Company as treasury shares, or partly cancelled and partly kept as treasury shares, as the Board shall deem fit in the best interests of the Company.

2.3 The Company will be relying on its existing Share Purchase Mandate approved by Shareholders by way of an ordinary resolution at the Annual General Meeting of the Company held on 27 October 2021, pursuant to which the Directors have been conferred the authority to exercise all powers of the Company to purchase or otherwise acquire its issued Shares upon and subject to the terms of such mandate as set out in the letter to shareholders dated 11 October 2021.

2.4 **Substantial Shareholder not Participating in the Equal Access Offer**

Zezz FundQ Pte. Ltd. (the "**Non-Participating Shareholder**"), the substantial shareholder of the Company, holds in aggregate 1,834,022,168 Shares representing 68.58% of the total issued share capital (excluding treasury shares) of the Company. The Non-Participating Shareholder is wholly-owned by Mr. Goh Peng Ooi, who is the Company's Executive Director and Group Executive Chairman.

The Non-Participating Shareholder has undertaken that it will not participate in the Equal Access Offer in respect of its 166,242,738 Entitled Shares. In view of the foregoing, Shareholders other than the Non-Participating Shareholder ("**Participating Shareholders**") will therefore be entitled to tender for an additional 166,242,738 Shares for acceptance under the Equal Access Offer. Accordingly, Participating Shareholders will be entitled to accept the Equal Access Offer in respect of approximately 28.84% (the "**Relevant Percentage**") of their Shares as at the Closing Date. The Relevant Percentage does not take into account the Excess Shares which Shareholders will also be able to tender for acceptance under the Equal Access Offer in the event other Shareholders do not accept their full entitlement under the Equal Access Offer.

3. RATIONALE FOR THE EQUAL ACCESS OFFER

The Directors believe that the Equal Access Offer will enhance Shareholders' value, as by reducing the total number of Shares in circulation, it will increase the earnings per share of the Company. The Equal Access Offer will also provide Shareholders with an opportunity to realise their investments in the Shares at a premium over recent market prices of the Shares without incurring transaction costs.

4. PREMIUM TO TRADING PRICES OF THE SHARES

The Offer Price represents a reasonably attractive premium to the recent market prices of the Shares. Specifically, the Offer Price represents the following premia to the benchmark prices of the Shares set out below:

	Benchmark Price ⁽¹⁾⁽²⁾	Premium of Offer Price to the Benchmark Price ⁽²⁾
(i) Last transacted price as quoted on the SGX-ST on 11 March 2022, being the latest date on which the shares were traded prior to the release of Announcement	S\$0.28	17.86%
(ii) Volume-weighted average price (" VWAP ") for the one-month period up to 11 March 2022	S\$0.29	13.79%
(iii) VWAP for the three-month period up to 11 March 2022	S\$0.28	17.86%
(iv) VWAP for the six-month period up to 11 March 2022	S\$0.29	13.79%
(v) VWAP for the twelve-month period up to 11 March 2022	S\$0.28	17.86%

Notes:

(1) The figures are based on data extracted from Bloomberg L.P.

(2) The figures are rounded to the nearest two (2) decimal places.

5. SOURCE OF FUNDS

Assuming the Maximum Share Purchase Amount, the Company will commit S\$80,000,000 towards the purchase of Shares under the Equal Access Offer. The Company will use internal

resources and/or external borrowings to finance the Equal Access Offer pursuant to the Share Purchase Mandate.

The Directors are of the view that the Equal Access Offer will not result in a material adverse effect on the working capital requirements or the gearing levels of the Company, or result in the Company being delisted from the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

6. DESPATCH OF OFFER LETTER

Further terms of the Equal Access Offer, including the procedures for acceptance, will be provided in the Offer Letter. The Offer Letter, together with the form of acceptance and form of transfer, will be despatched to Shareholders in due course. The mode of despatch of the Offer Letter will be notified to Shareholders.

7. OVERSEAS SHAREHOLDERS

- 7.1 The Equal Access Offer will be made solely by the Offer Letter and the relevant form(s) of acceptance and transfer accompanying the Offer Letter, which will contain the full terms and conditions of the Equal Access Offer, including details of how the Equal Access Offer may be accepted. **For the avoidance of doubt, the Equal Access Offer will be open to all Shareholders, including those to whom the Offer Letter and the relevant form(s) of acceptance and transfer may not be sent.**

The availability of the Equal Access Offer to Shareholders whose addresses are outside Singapore as shown in the register of members of the Company or in the records of CDP (as the case may be) (each, an "**Overseas Shareholder**") may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable requirements in the relevant overseas jurisdictions.

- 7.2 **Copies of the Offer Letter.** Where there are potential restrictions on sending the Offer Letter and the relevant form(s) of acceptance and transfer accompanying the Offer Letter to any overseas jurisdictions, the Company reserves the right not to send these documents to Overseas Shareholders in such overseas jurisdictions. Subject to compliance with applicable laws (including prevention of COVID-19 regulations), any affected Overseas Shareholder may, nonetheless, attend in person and obtain a copy of the Offer Letter and the relevant form(s) of acceptance and transfer during normal business hours from the office of the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632. Alternatively, an affected Overseas Shareholder may, subject to compliance with applicable laws, write to the Company's share registrar at the above-stated address to request for the Offer Letter and the relevant form(s) of acceptance to be sent to an address in Singapore by ordinary post at his/her/its own risk.

8. APPLICATION OF THE SINGAPORE CODE ON TAKE-OVERS AND MERGERS

- 8.1 Based on the interests of the Directors and the substantial shareholders of the Company as at 11 March 2022, the Directors are not aware of any persons who would become obliged to make a mandatory general offer under the Singapore Code on Take-overs and Mergers ("**Code**").
- 8.2 As at the date of this announcement, the Directors are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting shares in the capital of

the Company should or ought to be consolidated, and consequences under the Code would ensue as a result of the Equal Access Offer.

9. LISTING STATUS OF THE SHARES

The relevant listing rules of the SGX-ST require a listed company to ensure that at least 10% of its Shares is at all times held by public Shareholders. The “public” are persons other than the directors, chief executive officer, substantial shareholders or controlling shareholders of the company and its subsidiaries, as well as associates of such persons.

Based on the information available to the Company as at 11 March 2022, approximately 29.41% of the issued share capital of the Company are held in the hands of the public. Assuming that the Company repurchased the Maximum Share Purchase Amount as at 11 March 2022 pursuant to the Equal Access Offer, the percentage of Shares held by the public would be approximately 22.37%.

There is therefore an adequate number of Shares in public hands for the Company to undertake the Equal Access Offer.

10. DIRECTORS’ RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Equal Access Offer and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

11. CAUTIONARY STATEMENT

- 11.1 Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, banker managers, solicitors, accountants or other professional advisers if they have any doubt about the actions they should take.**
- 11.2 Shareholders are further advised that this announcement serves as only an update to Shareholders and does not constitute an offer.**

By Order of the Board

Andrew Tan Teik Wei
Group Managing Director

14 March 2022