

## CDW HOLDING LIMITED

### **FOLLOW-UP ANNOUNCEMENT ON** **THE ANNUAL GENERAL MEETING HELD ON 31 May 2011**

The Board of Directors (the "Board") of CDW Holding Limited (the "Company") has noted the reports published in The Straits Times and Lianhe Zaobao on 1 June 2011 (the "Newspaper Reports") relating to the Company's annual general meeting which was held on 31 May 2011 ("AGM"). The Newspaper Reports stated, inter alia, that certain shareholders, who attended the AGM were angry with the manner in which the Resolution 5 was decided. Under the Notice of Annual General Meeting dated 6 May 2011 (the "Notice"), Resolution 5 pertains to the approval of the payment of the Directors' fees of S\$400,000 for the year ending 31 December 2011.

The Board would like to put the facts on record. Before the AGM, the Company had received the written instructions conveyed by shareholders voting in proxy approving the ordinary resolution pertaining to the proposed fee for the independent directors for FY2011. The proxy votes instructions approving the resolution amounted to 307,803,221 shares comprising 61.13% of the Company's issued share capital of 503,534,221 shares (excluding 820,000 shares held as treasury shares).

The shareholders who had physically voted on a show of hands against the resolution in question at the AGM did not represent the majority of the Company's shareholders. Accordingly, the Chairman of the AGM had acted well within the law and in accordance with the constitutional provisions of the Company to call for a poll at the AGM pursuant to the Company's Bye-law 73 when the AGM Chairman felt that he was unable to decide if the show of hands by shareholders present and voting at the AGM would properly represent the majority decision of the Company in general meeting in respect of the proposed fee for the Company's independent directors for FY2011. The poll results in respect of Resolution 5 were as follows:

<b>Number of votes (%)</b>	
<b>For</b>	<b>Against</b>
314,624,221 (99.96%)	134,000 (0.04%)

The result of the poll as announced by the Company on 31 May 2011 showed that shareholders holding 62.48% of the Company's issued share capital voted overwhelmingly in favour of the proposed fee for the Company's independent directors for FY2011.

As more than 50% of the votes were cast in favour of Resolution 5, it was duly passed.

Boardroom Corporate & Advisory Services Pte Ltd, the Company's share registrar in Singapore acted as scrutineer for the vote-taking at the AGM.

The Company would like to inform all its shareholders that it respects the right of every shareholder and has not disregarded any shareholders' right. The purpose of demanding a poll for Resolution 5 was to ensure the voting decision of each single shareholder, whether present in person or by proxy, had been taken into account. There were no restrictions on any shareholders casting votes on any of the proposed Resolutions at the AGM.

The Board had recommended the payment of S\$400,000 to the independent directors as the Directors' fees for the year ending 31 December 2011 after taking into consideration the following factors: the considerable time and effort spent by the independent directors on (i) additional meetings to resolve the issues arising from, and to perform the investigations relating to the Unauthorised Bank Transfers which was announced in the announcements dated 1 March, 3 March and 21 April, and (ii) to enhance internal controls and corporate governance of the Company and its subsidiaries. The independent directors' work from 1<sup>st</sup> January 2010 to 4<sup>th</sup> May 2011 is clearly set out in the Corporate Governance Report of the Company's Annual Report for FY2010. The Board regarded that the additional fees related to the work done for the period from 1<sup>st</sup> January to 4<sup>th</sup> May 2011 were a fair compensation for the time and effort spent by the independent directors for the attendance of 22 audit committee meetings and the investigations. For the reasons mentioned above, the Board had proposed an increase in the Directors' Fees. In the absence of the occurrence of any extraordinary events for the year ending 31 December 2011, this increase is intended to be a one-off compensation. For the next financial year, the Board will continue to recommend a sum of Independent Directors' fees which shall be commensurate with their time and effort spent in serving the Board, benchmarked against comparable market fees payable to independent directors.

By Order of the Board

Tan San-Ju  
Secretary  
3 June 2011