



# CDW HOLDING LIMITED

(Incorporated in Bermuda on 2 April 2004)  
(Bermuda Company Registration Number: 35127)

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of CDW Holding Limited (the "**Company**") will be held at Sandalwood Room, Swissotel Merchant Court Singapore, 20 Merchant Road, Singapore 058281 on Monday, 29 April 2013 at 3.15 p.m. (or immediately following the conclusion of the 2013 Annual General Meeting to be held at 3.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions:

### Resolution 1

#### Ordinary Resolution: Adoption of the proposed CDW Employees' Share Option Scheme 2013

THAT:

- (1) the share option scheme of the Company to be known as "CDW Employees' Share Option Scheme 2013" (the "**ESOS 2013**"), rules of which are set out in Appendix 1 to the circular dated 12 April 2013 (the "**Circular**"), be and is hereby approved and adopted with effect from and take effect from the date this Resolution 1 is duly passed; and
- (2) the directors for the time being of the Company (the "**Directors**") be and are hereby authorised:
  - (a) to establish and administer the ESOS 2013;
  - (b) to modify and/or amend the ESOS 2013 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the rules of the ESOS 2013, and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESOS 2013; and
  - (c) to offer and grant Options in accordance with the rules of the ESOS 2013, to allot and issue and/or deliver (including through the transfer of shares held in treasury by the Company) from time to time such number of fully paid-up Shares as may be required to be allotted, issued and/or delivered pursuant to the exercise of the Options granted under the ESOS 2013, provided that the total number of Shares over which an Option may be granted under the ESOS 2013 on any date, when added to the total number of Shares issued and issuable or delivered and deliverable in respect of (i) all Options granted under the ESOS 2013 and (ii) all awards, shares and options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed fifteen per cent. (15%) of the number of all issued Shares (excluding treasury shares) of the Company on the day preceding such date.

### Resolution 2

#### Ordinary Resolution: Adoption of the proposed CDW Share Performance Scheme 2013

THAT:

- (1) a new share scheme to be known as "CDW Share Performance Scheme 2013" (the "**Performance Scheme**"), rules of which are set out in Appendix 2 to the Circular, be and is hereby approved and adopted with effect from and take effect from the date this Resolution 2 is duly passed; and
- (2) the Directors be and are hereby authorised:
  - (a) to establish and administer the Performance Scheme;
  - (b) to modify and/or amend the Performance Scheme any time and from time to time, provided that such modification and/or alteration is effected in accordance with the rules of the Performance Scheme, and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Performance Scheme; and
  - (c) to offer and grant award(s) in accordance with the rules of the Performance Scheme to allot and issue and/or deliver (including through the transfer of shares held in treasury by the Company) from time to time such number of fully paid-up Shares as may be required to be allotted, issued and/or delivered pursuant to grant of awards(s) under the Performance Scheme, provided that the total number of Shares which may be granted under awards on any date, when added to the total number of Shares issued and issuable or delivered and deliverable in respect of (i) all Shares granted under the Performance Scheme and (ii) all awards, shares and options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed fifteen per cent. (15%) of the number of all issued Shares (excluding treasury shares) of the Company on the day preceding such date.

### Resolution 3

#### Ordinary Resolution: Offer and Grant of Options at a discount

**THAT** subject to and contingent upon the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised to offer and grant option(s) in accordance with the rules of the ESOS 2013 with the exercise prices set at a maximum discount of twenty per cent. (20%) to the Market Price (as defined below), provided that such discount does not exceed the relevant limits set by the Singapore Exchange Securities Trading Limited ("SGX-ST").

In this resolution, "**Market Price**" means the price equal to the average of the last dealt prices for a Share on the SGX-ST over the five (5) consecutive Market Days immediately preceding the date of grant of that Option, as determined by the Committee by reference to the daily official list or any other publication published by the SGX-ST, rounded up to the nearest whole cent in the event of fractional prices."

### Resolution 4

#### Ordinary Resolution: Proposed Renewal of the Shares Purchase Mandate

That:

- (1) for the purposes of the Companies Act 1981 of Bermuda, bye-law 7(B) of the Company's bye-laws and the Listing Manual of the SGX-ST, the Directors of the Company be and are hereby authorised to make purchases of or otherwise acquire ordinary shares in the issued share capital of the Company ("Shares") from time to time (whether by way of Market Purchases or Off-Market Purchases on an equal excess scheme) of up to ten per cent. (10.0%) of the issued ordinary share capital (excluding treasury shares) of the Company (ascertained as at the date of the last annual general meeting ("AGM") of the Company or at the date of the special general meeting of the Company, whichever is the higher) during the Relevant Period, or within any one (1) financial year of the Company, whichever is earlier, at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price, in accordance with all other laws, regulations and rules of the SGX-ST, and this mandate ("Share Purchase Mandate") shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next AGM of the Company is held or is required by law to be held, whichever is earlier.
- (2) in this Resolution:

"Relevant Period" means the period commencing from the date of the passing of this Resolution and expiring on the earlier of (a) the date the next AGM of the Company is held or is required by law to be held, or (b) the date the said mandate is revoked or varied by the Company in general meeting;

"Market Day" means a day on which the SGX-ST is open for trading in securities;

"Market Purchases" means on-market acquisitions of Shares on the SGX-ST through the Central Limit Order Book trading system during the Relevant Period. For the purposes of this definition, a market acquisition means an on-market purchase transacted on SGX-ST through the Central Limit Order Book trading system;

"Maximum Price" means the maximum price at which the Shares can be purchased pursuant to the Share Purchase Mandate, which shall:

  - (a) in the case of a Market Purchase not exceed the sum constituting five per cent. (5.0%) above the average closing price of the Shares over the period of five (5) Market Days in which transactions in the Shares on the SGX-ST were recorded before the day on which such purchase is made and deemed to be adjusted for any corporate actions occurring after the relevant 5-day period; and
  - (b) in the case of an Off-Market Purchase not exceed the sum constituting five per cent. (5.0%) above the average closing price of the Shares over the period of five (5) Market Days in which transactions in the Shares on the SGX-ST were recorded immediately preceding the date of offer by the Company and deemed to be adjusted for any corporate actions occurring after the relevant 5-day period;

"Off-Market Purchases" means off-market acquisitions of Shares undertaken by the Company during the Relevant Period on an equal access scheme as defined in Section 76C of the Companies Act, and an "Off-Market Purchase" shall be construed accordingly; and

"SGX-ST" means the Singapore Exchange Securities Trading Limited; and
- (3) the Directors of the Company be and are hereby authorised to complete and to 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.

By Order of the Board

Tan San-Ju  
Company Secretary

12 April 2013

### Notes:

1. A shareholder entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote on his behalf. A shareholder who is the holder of two or more shares may appoint not more than two proxies to attend on the same occasion. The Depository may appoint more than two proxies or a corporate representative. A proxy need not be a shareholder of the Company.
2. If a Shareholder wishes to appoint a proxy/proxies to attend and vote at the SGM in his stead, the Shareholder should complete and submit the form of proxy despatched to Shareholders (the "Shareholder Proxy Form").
3. Pursuant to the bye-laws of the Company, in respect of the Shares held by the Depository, unless the Depository specifies otherwise by written notice to the Company, the Depository shall be deemed to have appointed as the Depository's proxies to vote on behalf of the Depository at the SGM of the Company each of the Depositors who are individuals and whose names are shown in the records of the Depository (as at a time not earlier than 48 hours prior to the time of the SGM) supplied by the Depository to the Company and such appointment of proxy shall not require an instrument of proxy or the lodgement of any instrument of proxy. Accordingly, a Depositor who is an individual and who wishes to attend and vote in person at the SGM may do so without having to submit the form of proxy despatched to Depositors (the "Depositor Proxy Form"). A Depositor which is a corporation and wishes to attend the SGM must submit the Depositor Proxy Form for the nomination of person(s) to attend and vote at the SGM on behalf of The Central Depository (Pte) Limited ("CDP").
4. If a Depositor wishes to nominate person(s) to attend and vote at the SGM in his stead on behalf of CDP, the Depositor should complete and submit the Depositor Proxy Form.
5. To be valid, the Shareholder Proxy Form must be signed and together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, deposited at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
6. To be valid, the Depositor Proxy Form must be signed and together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, deposited at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
7. Where a form of proxy (whether the Shareholder Proxy Form or Depositor Proxy Form or the form of proxy issued by CDP) appoints more than one proxy, please specify the proportion of the shareholdings concerned to be represented by each proxy in the form of proxy.