

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of CDW Holding Limited (the “Company”) will be held by way of electronic means at 3.00 p.m. (Singapore time) on Friday, 30 April 2021 for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Report of the Directors and the Audited Financial Statements of the Company for the year ended 31 December 2020 together with the Independent Auditors’ Report thereon.
(Resolution 1)
2. To declare a final dividend of 0.7 US cents per ordinary share (tax not applicable) for the year ended 31 December 2020 (2019: Second interim dividend of 0.7 US cents per ordinary share (tax not applicable)).
(Resolution 2)
3. To re-elect the following Directors of the Company retiring pursuant to the Bye-law 104 of the Bye-laws of the Company:

Mr. DY MO Hua Cheung, Philip	(Retiring under Bye-law 104)	(Resolution 3)
Mr. MITANI Masatoshi	(Retiring under Bye-law 104)	(Resolution 4)
Mr. CHONG Pheng	(Retiring under Bye-law 104)	(Resolution 5)

[See Explanatory Note (i)]
4. To approve the payment of Directors’ fees up to SG\$300,000 for the year ending 31 December 2021 (2020: SG\$260,000).
(Resolution 6)
5. To re-appoint Ernst & Young in Hong Kong as the Auditor of the Company and to authorise the Directors of the Company to fix their remuneration.
(Resolution 7)
6. 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 as Ordinary Resolutions, with or without any modifications:

7. Authority to issue shares

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”), the Directors of the Company be empowered to

- (a) (i) issue shares in the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “Instruments”) 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 Instrument made or granted by the Directors of the Company while this Resolution was in force,

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 manner of 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:
- (aa) new shares arising from the conversion or exercise of any convertible securities;
 - (bb) new shares arising from the exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of SGX-ST; and
 - (cc) any subsequent bonus issue, consolidation or subdivision of shares;
- Adjustments in accordance with (aa) or (bb) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of this Resolution.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-laws of the Company; 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)]

(Resolution 8)

8. Authority to issue shares under the CDW Employee Share Option Scheme 2018

That authority be and is hereby given for the Directors of the Company to offer and grant options under the CDW Employee Share Option Scheme 2018 (the "ESOS") and 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 ordinary shares as may be required to be allotted, issued and/or delivered pursuant to the exercise of options granted under the ESOS, provided that the total number of ordinary shares over which an option granted or may be granted under the ESOS, when added to the total number of ordinary shares issued and issuable or delivered and deliverable in respect of (a) all options granted under the ESOS and (b) 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 centum (15%) of the number of all issued ordinary shares (excluding treasury shares and subsidiary holdings) of the Company on the day preceding such date, 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 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 (iii)]

(Resolution 9)

9. Authority to issue shares under the CDW Share Performance Scheme 2018

That approval be and is hereby given to the Directors of the Company to offer and grant awards under the CDW Share Performance Scheme 2018 (the "Performance Scheme") and 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 ordinary shares as may be required to be allotted, issued and/or delivered

pursuant to awards granted under the Performance Scheme, provided that the total number of ordinary shares over which an award granted or may be granted under the Performance Scheme, when added to the total number of ordinary shares issued and issuable or delivered and deliverable in respect of (a) all awards granted under the Performance Scheme and (b) 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 centum (15%) of the number of all issued ordinary shares (excluding treasury shares and subsidiary holdings) of the Company on the day preceding such date, 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 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 (iv)]

(Resolution 10)

10. To approve the continued appointment of Mr. MITANI Masatoshi as an Independent Director by all shareholders pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") contingent upon the passing of Ordinary Resolution 4 above.

[See Explanatory Note (v)]

(Resolution 11)

11. To approve the continued appointment of Mr. MITANI Masatoshi as an Independent Director by shareholders (excluding the Director and Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer) contingent upon the passing of Ordinary Resolution 11 above and pursuant to Rule 210(5)(d)(iii) of the SGX-ST.

[See Explanatory Note (v)]

(Resolution 12)

12. To approve the continued appointment of Mr. CHONG Pheng as an Independent Director by all shareholders pursuant to Rule 210(5)(d)(iii) of the SGX-ST contingent upon the passing of Ordinary Resolution 5 above.

[See Explanatory Note (v)]

(Resolution 13)

13. To approve the continued appointment of Mr. CHONG Pheng as an Independent Director by shareholders (excluding the Director and Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer) contingent upon the passing of Ordinary Resolution 13 above and pursuant to Rule 210(5)(d)(iii) of the SGX-ST.

[See Explanatory Note (v)]

(Resolution 14)

14. To approve the continued appointment of Mr. LAI Shi Hong, Edward as an Independent Director by all shareholders pursuant to Rule 210(5)(d)(iii) of the SGX-ST.

[See Explanatory Note (v)]

(Resolution 15)

15. To approve the continued appointment of Mr. LAI Shi Hong, Edward as an Independent Director by shareholders (excluding the Director and Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer) contingent upon the passing of Ordinary Resolution 15 above and pursuant to Rule 210(5)(d)(iii) of the SGX-ST.

[See Explanatory Note (v)]

(Resolution 16)

By Order of the Board

Rachel Ooi
Company Secretary

Singapore
7 April 2021

Explanatory Notes:

- (i) The information on other directorships held by Mr. Dy Mo Hua Cheung, Philip, Mr. Mitani Masatoshi and Mr. Chong Pheng, as well as the details of their other principal commitments can be found in the Supplemental Information on Re-election of Directors Pursuant to Listing Rule 720(6) section of the Annual Report 2020.
- (ii) The Ordinary Resolution 8 in item 7 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

- (iii) The Ordinary Resolution 9 in item 8 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue and/or deliver (including through the transfer of shares held in treasury by the Company) fully paid-up ordinary shares in the Company pursuant to the exercise of options granted or may be granted under the ESOS. The total number of ordinary shares to be allotted, issued and/or delivered over which an option granted or may be granted under the ESOS, when added to the total number of ordinary shares issued and issuable or delivered and deliverable in respect of all other share-based incentive schemes of the Company, shall not exceed fifteen per centum (15%) of the number of all issued ordinary shares (excluding treasury shares and subsidiary holdings) of the Company on the day preceding such date.
- (iv) The Ordinary Resolution 10 in item 9 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue and/or deliver (including through the transfer of shares held in treasury by the Company) fully paid-up ordinary shares in the Company pursuant to the awards granted or may be granted under the Performance Scheme. The total number of ordinary shares to be allotted, issued and/or delivered over which an award granted or may be granted under the Performance Scheme, when added to the total number of ordinary shares issued and issuable or delivered and deliverable in respect of all other share-based incentive schemes of the Company, shall not exceed fifteen per centum (15%) of the number of all issued ordinary shares (excluding treasury shares and subsidiary holdings) of the Company on the day preceding such date.
- (v) On 6 August 2018, the SGX-ST amended the Listing Manual following the publication of the Code of Corporate Governance 2018 ("CG 2018") by the Monetary Authority of Singapore. As part of the amendments to the CG 2018, certain guidelines from the Code of Corporate Governance 2012 were shifted into the Listing Manual for mandatory compliance. On 28 November 2018, the SGX-ST issued the Transitional Practice Note 3 to establish transitional arrangements for certain guidelines shifted into the Listing Manual. Pursuant thereto and in respect of Rule 210(5)(d)(iii) of SGX-ST, to ensure that the independence designation of a director who has served for more than 9 years as at and from 1 January 2022 is not affected, the Company is seeking to obtain shareholders' approvals for the continued appointment of Mr. Mitani Masatoshi, Mr. Chong Peng and Mr. Lai Shi Hong, Edward as independent director prior to 1 January 2022, as they have served for more than 9 years on the Board of the Company. Rule 210(5)(d)(iii) of the SGX-ST provides that continued appointment as independent director, after an aggregate period of more than 9 years on the board, must be sought and approved in separate resolutions by (A) all shareholders (Resolutions 11, 13 and 15) and (B) shareholders excluding directors, chief executive officer, and their associates (Resolutions 12, 14 and 16) ("Two-Tier Voting"), and such resolutions approved at the Annual General meeting by way of a Two-Tier Voting process shall remain in force for three years from the conclusion of (i) the Annual General Meeting following the passing of the resolutions; or (ii) the retirement or resignation of the director, whichever is the earlier.

In view of the challenges brought about by the ongoing Covid-19 situation, the Nominating Committee ("NC") and the Board, saved for the affected directors who had abstained from all deliberation on their own independence, have assessed the independence status of Mr. Mitani Masatoshi, Mr. Chong Peng and Mr. Lai Shi Hong, Edward determined that Mr. Mitani Masatoshi, Mr. Chong Peng and Mr. Lai Shi Hong, Edward have demonstrated strong independence in character and judgement over the years in discharging their duties and responsibilities as Independent Directors of the Company. There were no circumstances which would likely affect or appear to affect their independent judgement and they have acted in the best interests of the Group and the non-controlling shareholders. While recognising their contributions in Board deliberations, competence to facilitate sound decision-making, pertinent experience and stability brought by long-standing Directors due to their length of service, in-depth knowledge of the Group's businesses and board representation on other listed companies which are considered valuable by the Board and does not in any way interfere with their exercise of independent judgement nor hinder their ability to act in the best interests of the Company. Additionally, Mr. Mitani Masatoshi, Mr. Chong Peng and Mr. Lai Shi Hong, Edward have fulfilled the definition of independent directors of the SGX-ST and CG 2018. More importantly, the Board trust that Mr. Mitani Masatoshi, Mr. Chong Peng and Mr. Lai Shi Hong, Edward are able to continue to discharge their duties independently with integrity and competency.

Rule 210(5)(c) of the of the SGX-ST and Provision 2.2 of the CG 2018 provides that the Independent Directors must comprise of at least one-third of the Board and the Independent Directors shall make up a majority of the Board where the Chairman is not independent respectively. In the event that either Ordinary Resolution(s) 11, 12, 13, 14, 15 or 16 for the continued appointment of the Independent Director(s) is/are not passed at this Annual General Meeting which renders either Mr. Mitani Masatoshi, Mr. Chong Peng and/or Mr. Lai Shi Hong, Edward's appointment as an Independent Director of the Company to cease and he/they will remain on the Board as a non-independent and non-executive director at the conclusion of the Annual General Meeting and the Company shall endeavour to fill the vacancy(ies) in the Board and Board Committees within two months, but in any case not later

than three months from 30 April 2021 to comply with Rules 210(5)(c) and 704(8) of the SGX-ST and Provision 2.2 of the CG 2018.

Notes:

1. The AGM is being convened, and will be held by way of electronic means pursuant to the Covid-19 (Temporary Measures) Act 2020 released on 7 April 2020 and the Covid-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued on 13 April 2020.
2. This Notice of AGM will also be sent to members by way of electronic means via publication on the Company's website at <https://cdw-holding.com.hk/> and the SGXNet.
3. The proceedings of this AGM will be broadcasted "live" through an audio-and-video webcast and an audio-only feed. Persons who hold shares and wish to follow the proceedings must pre-register at <https://bit.ly/CDW2021AGM> no later than 3.00 p.m. on 28 April 2021. Following verification, an email containing instructions on how to join the "live" broadcast will be sent to authenticated persons by 3.00 p.m. on 29 April 2021.

Members are advised to also check the junk folder of their emails in case the emails are directed there instead of the inbox. Members who registered but do not receive an email response by 3.00 p.m. on 29 April 2021 may contact our Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at +65 6536 5355 (Mondays to Fridays, excluding Public Holidays, from 9.00 a.m. to 5.30 p.m.) or by email at srs.teamc@boardroomlimited.com.

4. In light of the current Covid-19 measures in Singapore and the Company's effort to minimise physical interactions and risk of community spread of Covid-19, members will **not** be able to attend the AGM in person. Members will also not be able to vote online on the resolutions tabled for approval at the AGM.
5. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote in his/her/its stead at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The Chairman of the AGM, as a proxy, need not be a member of the Company.
6. The accompanying proxy form for the AGM may be accessed at the Company's website at <https://cdw-holding.com.hk/> and the SGXNet. In addition, where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
7. If a member of the Company, being a Depositor whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore) wishes to appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote in his/her/its stead at the AGM, he/she/its must be shown to have shares entered against his/her/its name in the Depository Register, as certified by The Central Depository (Pte) Limited, at least forty-eight (48) hours before the time of the Meeting.
8. The Proxy Form must be submitted in the following manner:
 - (a) if submitted by post, be deposited at the Registered Office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - (b) if submitted electronically, be sent via email to srs.teamc@boardroomlimited.com;

in either case, by 3.00 p.m. on 28 April 2021, being not less than forty-eight (48) hours before the time appointed for the AGM.

A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via email.

9. Members and Investors will not be able to ask questions "live" during the "live" broadcast of the AGM. All members may submit questions relating to the business of the AGM no later than 3.00 p.m. on 28 April 2021:
 - (a) via the pre-registration website at <https://bit.ly/CDW2021AGM>;
 - (b) by email to srs.teamc@boardroomlimited.com; or
 - (c) by post to the Registered Office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

When sending in your questions, please also provide us with the following details:

- (a) your full name;

- (b) your address;
- (c) number of shares held; and
- (d) the manner in which you hold shares (e.g., via CDP, CPF or SRS).

We will endeavour to address all substantial and relevant questions received from members before 3.00 p.m. on 29 April 2021 by publishing our responses before the AGM on the Company's website at <https://cdw-holding.com.hk/> and the SGXNet.

- 10. The Annual Report 2020 and Appendix dated in relation to the proposed renewal of the Share Buy-Back Mandate are published on the Company's website at <https://cdw-holding.com.hk/> and the SGXNet.
- 11. Any reference to a time of day is made by reference to Singapore time.

Personal data privacy:

By submitting an instrument appointing a Chairman to as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company or a Depositor, as the case may be (a) consents to the collection, use and disclosure of the member's or Depositor's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of Chairman as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.