
RESULTS OF ANNUAL GENERAL MEETING

The Board of Directors (the “**Board**”) of CDW Holding Limited (the “**Company**”) is pleased to announce that at the Annual General Meeting (“**AGM**”) of the Company held on 30 April 2021 via electronic means, all resolutions relating to matters as set out in the Notice of AGM dated 7 April 2021 were put to vote by poll and duly passed.

The information, as required under Rule 704(16) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), is set out below:

(a) Breakdown of all valid votes cast at the AGM:

Ordinary Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>ORDINARY BUSINESS</u>					
<u>Ordinary Resolution 1</u>					
Report of the Directors and the Audited Financial Statements of the Company for the year ended 31 December 2020	114,030,450	114,030,450	100.00	0	0.00

Ordinary Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Ordinary Resolution 2</u> Payment of proposed final dividend of 0.7 US cents per ordinary share (tax not applicable) for the year ended 31 December 2020	114,030,450	114,030,450	100.00	0	0.00
<u>Ordinary Resolution 3</u> Re-election of Mr. DY MO Hua Cheung, Philip as Director	114,030,450	114,030,450	100.00	0	0.00
<u>Ordinary Resolution 4</u> Re-election of Mr. MITANI Masatoshi as Director	114,030,450	114,030,450	100.00	0	0.00
<u>Ordinary Resolution 5</u> Re-election of Mr. CHONG Pheng as Director	114,030,450	114,030,450	100.00	0	0.00
<u>Ordinary Resolution 6</u> Approval of Directors' fees up to SG\$300,000 for the year ending 31 December 2021	114,030,450	114,030,450	100.00	0	0.00

Ordinary Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Ordinary Resolution 7</u> Re-appointment of Ernst & Young in Hong Kong as Auditor and to authorise Directors to fix their remuneration	114,030,450	114,030,450	100.00	0	0.00
<u>SPECIAL BUSINESS</u>					
<u>Ordinary Resolution 8</u> Authority to issue shares	114,030,450	114,030,450	100.00	0	0.00
<u>Ordinary Resolution 9</u> Authority to issue shares under the CDW Employee Share Option Scheme 2018	114,030,450	114,030,450	100.00	0	0.00
<u>Ordinary Resolution 10</u> Authority to issue shares under the CDW Share Performance Scheme 2018	114,030,450	114,030,450	100.00	0	0.00

Ordinary Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Ordinary Resolution 11</u> Approval of the continued appointment of Mr. MITANI Masatoshi as Independent Director by shareholders	114,030,450	114,030,450	100.00	0	0.00
<u>Ordinary Resolution 12</u> Approval of the continued appointment of Mr. MITANI Masatoshi as Independent Director by shareholders (excluding directors, chief executive officer, and their associates)	113,530,450	113,530,450	100.00	0	0.00
<u>Ordinary Resolution 13</u> Approval of the continued appointment of Mr. CHONG Pheng as Independent Director by shareholders	114,030,450	114,030,450	100.00	0	0.00

Ordinary Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Ordinary Resolution 14</u> Approval of the continued appointment of Mr. CHONG Pheng as Independent Director by shareholders (excluding directors, chief executive officer, and their associates)	113,530,450	113,530,450	100.00	0	0.00
<u>Ordinary Resolution 15</u> Approval of the continued appointment of Mr. LAI Shi Hong, Edward as Independent Director by shareholders	114,030,450	114,030,450	100.00	0	0.00

Ordinary Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Resolution 16 Approval of the continued appointment of Mr. LAI Shi Hong, Edward as Independent Director by shareholders (excluding directors, chief executive officer, and their associates)	113,530,450	113,530,450	100.00	0	0.00

- (b) Details of parties who are required to abstain from voting on any resolutions:
- (i) Ordinary Resolution 12, 14 and 16 -- Pursuant to Listing Rule 210(5)(d)(iii)(B) of the SGX-ST (which will take effect from 1 January 2022), the Directors and the Chief Executive Officer (“CEO”) of the Company, and their respective associates were required to abstain from voting on the Ordinary Resolution 12, 14 and 16 in respect of the continued appointment of Mr. MITANI Masatoshi, Mr. CHONG Pheng, and Mr. LAI Shi Hong, Edward as Independent Directors.
 - (ii) Accordingly, Mr. YOSHIKAWA Makoto, who is a Director and the CEO of the Company holding an aggregate interest in 500,000 shares, abstained from voting on Ordinary Resolution 12, 14 and 16.
 - (iii) The rest of the Directors of the Company and their associates are not required to abstain from voting on any resolutions put to vote at the AGM.
- (c) Ardent Business Advisory Pte Ltd was the appointed scrutineer for the AGM.

Re-election of Directors to the Audit Committee

i. Mr. MITANI Masatoshi (“Mr. Mitani”), who was re-elected as a Director of the Company, remains as an Independent Director, the Chairman of the Nominating Committee, and a member of the Remuneration Committee and Audit Committee. The Board considers Mr. Mitani to be independent for the purpose of 704(8) of the Listing Manual of the SGX-ST.

ii. Mr. CHONG Pheng (“Mr. Chong”), who was re-elected as a Director of the Company, remains as the Lead Independent Director, the Chairman of the Risk Committee, and a member of Audit Committee, Remuneration Committee and Nominating Committee. The Board considers Mr. Chong to be independent for the purpose of 704(8) of the Listing Manual of the SGX-ST.

iii. Mr. LAI Shi Hong, Edward (“Mr. Lai”), who was re-elected as a Director of the Company, remains as an Independent Director, the Chairman of the Audit Committee, and a member of the Nominating Committee and Risk Committee. The Board considers Mr. Lai to be independent for the purpose of 704(8) of the Listing Manual of the SGX-ST.

By Order of the Board

YOSHIKAWA Makoto
Chairman and Chief Executive Officer

30 April 2021