

CIRCULAR DATED 13 DECEMBER 2021

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional advisor immediately.

If you have sold all your Shares (as defined in this Circular) in the capital of CDW Holding Limited (the “**Company**” or “**CDW**”) held through the Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular with the Notice of Special General Meeting and the accompanying proxy form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your Shares which are not deposited with the CDP, you should immediately forward this Circular, together with the Notice of Special General Meeting and the accompanying proxy form to the purchaser or transferee, or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward delivery to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



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

CIRCULAR TO SHAREHOLDERS
in relation to
THE PROPOSED CHANGE OF AUDITORS FROM ERNST & YOUNG, HONG KONG
TO RSM CHIO LIM LLP (IN SINGAPORE) AND RSM HONG KONG (IN HONG KONG)
AS JOINT AUDITORS

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	: 26 December 2021 at 10.00 a.m.
Date and time of Special General Meeting	: The Special General Meeting will be held by way of electronic means on 28, December 2021 at 10.00 a.m.

This Circular has been made available on SGXNet and the Company’s website and may be accessed at the URL <https://cdw-holding.com.hk> . **A printed copy of this Circular will NOT be despatched to Shareholders.**

In view of safe distancing regulations currently in place and to minimise physical interactions and COVID-19 transmission risks, Shareholders will not be able to attend the SGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the SGM by (a) watching the SGM proceedings via "live" audio-visual webcast or listening to the SGM proceedings via "live" audio-only stream; (b) submitting questions in advance of the SGM; and/or (c) voting by proxy at the SGM. Please refer to the Notice of SGM from pages 11 to 12 of this Circular for

further information, including the steps to be taken by Shareholders to participate at the SGM. The Notice of SGM may also be accessed at the Company's website at <https://cdw-holding.com.hk>.

Shareholders should note that the Company may make further changes to its SGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNet.

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DEFINITIONS

For the purpose of this Circular, the following definitions have, where appropriate, been used:

“ACRA”	:	The Accounting and Corporate Regulatory Authority
“AGM”	:	The annual general meeting of the Company
“Auditors”	:	The auditor of the Company
“Bermuda Companies Act”	:	The Companies Act 1981 of Bermuda as amended from time to time
“Board”	:	The board of Directors of the Company as at the date of this Circular
“Bye-laws”	:	The bye-laws of the Company, as amended, varied or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time
“Company” or “CDW”	:	CDW Holding Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the SGX-ST
“Directors”	:	Directors of the Company as at the date of this Circular
“FY”	:	Financial year ended or ending 31 December
“Group”	:	The Company and its Subsidiaries
“Listing Manual”	:	The Listing Manual of the SGX-ST, as the same may be amended, varied or supplemented from time to time
“Securities and Futures Act”	:	Securities and Futures Act (Chapter 289) of Singapore
“SGM”	:	Special general meeting of the Company
“SGX-ST”	:	Singapore Exchange Securities Trading Limited

“Shareholders”	:	Registered holders of Shares in the Register of Members maintained by the Company, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the Depositors in the Depository Register maintained by CDP and to whose Securities Accounts are credited with Shares
“Subsidiaries”	:	The subsidiaries of a company (as defined in Section 5 of the Companies Act) and “Subsidiary” shall be construed accordingly

The expressions “our”, “ourselves”, “us”, “we” or other grammatical variations thereof shall, unless otherwise stated, mean our Company and our Subsidiaries.

The terms "Depositor", "Depository Agent" and "Depository Register" shall have the same meanings ascribed to them respectively by Section 81SF of the Securities and Futures Act.

The term “subsidiary holdings” shall have the meaning given to it in the Listing Manual.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined in the Securities and Futures Act, the Companies Act, the Bermuda Companies Act, or any statutory modifications thereof and used in this Circular shall, where applicable, have the same meaning assigned to it under the Securities and Futures Act, the Companies Act, the Bermuda Companies Act or statutory modifications as the case may be.

Any reference to a time of day in this Circular will be a reference to Singapore time, unless otherwise stated.

Any discrepancies in the tables included in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown in certain tables in this Circular might not add up to the figures shown as totals.

Ho and Wee LLP has been appointed as the legal advisor to the Company as to Singapore law in relation to the Proposed Change of Auditors.

CDW HOLDING LIMITED
(Incorporated in Bermuda)
(Bermuda Company Registration Number: 35127)

Directors:

Mr. Makoto YOSHIKAWA (Chairman and Chief Executive Officer)
Mr. Tomonori KATO (Executive Director and Chief Operating Officer)
Mr. DY MO Hua Cheung, Philip (Executive Director and Chief Financial Officer)
Mr. CHONG Pheng (Lead Independent Director)
Mr. LAI Shi Hong, Edward (Independent Director)
Mr. Masatoshi MITANI (Independent Director)
Mr. CHIA Seng Hee (Independent Director)

Registered Office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

13 December 2021

To: The Shareholders of CDW Holding Limited

Dear Shareholder,

1. INTRODUCTION

- 1.1 The Directors propose to convene an SGM to seek Shareholders' approval in relation to the Proposed Change of Auditors. The purpose of this Circular is to provide Shareholders with the information pertaining to, and to seek Shareholders' approval for the same at the SGM to be held by way of electronic means on 28 December 2021
- 1.2 The notice of the SGM is set out from pages 11 to 12 of this Circular.

2. THE PROPOSED CHANGE OF AUDITORS

2.1 Background and Rationale for the Proposed Change of Auditors

The Company's existing auditors, Ernst & Young, Hong Kong ("EY"), has been auditors of the Group since the financial year ended 31 December 2012. EY were last re-appointed at the Company's annual general meeting on 30 April 2021, to hold office until the conclusion of the Company's next AGM.

The Directors are proposing the change of Auditors for the following reasons:

- (a) Following the changes to the Listing Manual which took effect on 12 February 2021, all primary-listed issuers must appoint an auditor registered with the Accounting and Corporate Regulatory Authority ("ACRA") to conduct their statutory audits, such appointment to be made for their financial year beginning on or after 1 January 2022. As the Company had appointed EY in Hong Kong, the Directors therefore wish to appoint an audit firm in Singapore which would meet the requirements under the Listing Manual.
- (b) EY has been the Company's auditors for the last nine years, the Directors are of the opinion that it would be appropriate to consider a rotation of auditors as a matter of good corporate governance.

- (c) as part of ongoing efforts to manage its overall business costs and expenses, the Board is of the view that it would be appropriate and timely to effect a change of auditors of the Company and the Group.

Following a review and deliberation of the other audit firms by the Audit Committee, the Directors have determined, in consultation with the Audit Committee that the proposal given by RSM Chio Lim LLP and RSM Hong Kong (collectively “RSM”) suits the needs of the Company and the Group. In making their recommendations, the Audit Committee had taken into consideration the Audit Quality Indicators Framework issued by ACRA, the criteria for the evaluation and selection of external auditors contained in the Guidebook for Audit Committees in Singapore, as well as various other factors, including the adequacy of the resources, the audit engagements and the experience of RSM, the number and experience of the supervisory and professional staff who will be assigned to the audit of the consolidated accounts of the Company and RSM’s proposed audit arrangements for the Company. The scope of audit services to be provided by RSM will be comparable to the services currently provided by EY at an aggregate fee quote which is US\$136,000 lower. The Audit Committee is of the opinion that RSM will be able to meet the audit requirements of the Company and its overseas subsidiaries. As such, the Directors are proposing a change of Auditors to RSM in place of EY.

RSM have given their consent to act as joint auditors of the Company by way of a letter dated 23 November 2021. Accordingly, the appointment of RSM as auditors of the Company will take effect upon the approval by the Shareholders at the SGM. Upon appointment, RSM will hold office as Auditors until conclusion of the next AGM of the Company.

2.2 About RSM

RSM Chio Lim LLP and RSM Hong Kong are part of the international RSM network of independent public accounting firms formed in 1964, providing assurance, tax and business advisory services. The international RSM network has over 820 offices worldwide and over 48,000 global staff strength. It is the 6th largest global provider of audit, tax and accounting services, and each line of service is staffed with highly qualified and experienced professionals. RSM Chio Lim LLP has experience carrying out audit on companies with broadly similar business activities to the Group. With a total staff strength of over 90 partners/directors and over 950 and 260 staff in Singapore and China respectively, RSM Chio Lim LLP is ranked the largest accounting and business advisory group outside the big four accounting firms in Singapore. It is also registered with the Public Company Accounting Oversight Board (PCAOB). RSM Chio Lim LLP is approved under the Accountants Act (Chapter 2) of Singapore (“Accountants Act”). For more information about RSM Chio Lim LLP, its core values and services, please visit RSM Chio Lim LLP’s website at – <https://www.rsm.global/singapore/>.

RSM Hong Kong was established in 1975 and is one of the leading accounting and consulting firms in Hong Kong, offering a wide range of services to local, mainland China and international companies. RSM Hong Kong has 26 partners, 24 directors and principles, and around 600 staff in Hong Kong. It is also registered with the Hong Kong Institute of Certified Public Accountants in Hong Kong. For more information about RSM Hong Kong, its core values and services, please visit RSM Hong Kong’s website at – <https://www.rsm.global/hongkong/en>.

The audit partners who will be in charge of the audit are Ms Chong Cheng Yuan of RSM Chio Lim LLP and Ms Ng Wai Kwun of RSM Hong Kong. Ms Chong is a practising member of the Institute of Singapore Chartered Accountants and a public accountant registered with the ACRA, and has more than 18 years of combined audit experience at Big four firms in Malaysia, Singapore and New Zealand in providing audit services to a variety of clients including public-listed companies, multinationals, and start-ups in various sectors such as energy and resources, real estate, retail, consumer products, industrial products and non-profit organisations.

Ms Ng Wai Kwun is a practising member of the Hong Kong Institute of Certified Public Accountants in Hong Kong, and has over 20 years of auditing experience. She acted as the audit engagement partner of a number of listed companies. She has extensive experience in

various industries, including manufacturing, retail, entertainment, real estate and telecommunication. Ms Ng's experience includes auditing of multi-national companies and listed companies in Hong Kong and overseas.

2.3 Requirements under Rule 1203(5) of the Listing Manual

In accordance with the requirements of Rule 1203(5) of the Listing Manual of the SGX-ST,:

- (a) the outgoing Auditor, EY, has confirmed that it is not aware of any professional reasons why the new Auditors, RSM, should not accept appointment as Auditors of the Company;
- (b) the Company confirms that there were no disagreements with the outgoing Auditor, EY, on accounting treatments within the last 12 months;
- (c) the Company confirms that, other than as set out above, it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders;
- (d) the Company confirms that there are no specific reasons for the Proposed Change of Auditors that ought to be brought to the attention of the Shareholders which has not been disclosed in the Circular. The Proposed Change of Auditors is neither due to any disagreement with EY nor the dismissal of EY; and
- (e) the Company confirms that it is or will be in compliance with Rule 712 and Rule 715 of the Listing Manual in relation to the appointment of RSM as the Auditors of the Company.

The Board would like to take this opportunity to express its appreciation to EY for past services rendered.

2.4 Requirements under Rule 715 of the Listing Manual

In accordance with the requirements of Rule 715 of the Listing Manual, RSM, will be engaged to audit the financial statements of the Company, its significant foreign-incorporated subsidiaries and associated companies. Accordingly, the Company confirms that Rule 715(2) of the Listing Manual has been or will be complied with.

2.5 Audit Committee's Statement

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors and recommends the same for approval after taking into consideration the suitability of RSM and the requirements under Rule 712 and Rule 715 of the Listing Manual. As at the date of this Circular, the Company does not have any Singapore-incorporated subsidiaries and significant Singapore-incorporated associated companies.

3. DIRECTORS' RECOMMENDATION

The Directors, having considered the rationale, the terms and benefit of the Proposed Change of Auditors, are of the view that the Proposed Change of Auditors is in the best interests of the Company and recommend that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Change of Auditors as set out in the notice of SGM.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the issuer and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular 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 Circular in its proper form and context.

5. SPECIAL GENERAL MEETING

The SGM, notice of which is set out on pages 11 to 12 of this Circular, will be held by way of electronic means on Tuesday, 28 December 2021 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the resolution set out in the Notice of SGM on pages 11 to 12 of this Circular.

In view of the safe distancing regulations to hold physical meetings and to minimise physical interactions and COVID-19 transmission risks, the Company will conduct its SGM by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Alternative arrangements have been put in place relating to attendance at the SGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast), submission of questions to the Chairman of the SGM in advance of the SGM, addressing of substantial and relevant questions at the SGM and voting by appointing the Chairman of the SGM as proxy at the SGM. Please refer to pages 11 to 12 of the Notice of SGM for further details on the alternative arrangements that have been put in place to allow Shareholders to participate in the SGM.

Shareholders should note that due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the SGM at short notice. Shareholders are advised to check the Company's announcements on SGXNet for the latest updates on the status of the SGM.

6. ACTION TO BE TAKEN BY SHAREHOLDERS AND DEPOSITORS

In light of the COVID-19 situation and the prescribed guidelines issued by the Ministry of Health and legislative amendments and regulations under the COVID-19 (Temporary Measures) Act 2020, the shareholders will not be able to attend the SGM in person. The proceedings of this SGM will be broadcasted 'live' through an audio-and-video webcast and an audio-only feed. Shareholders will also not be able to vote through the 'live' webcast.

Arrangements relating to the participation of the SGM via electronic means by (a) watching the SGM via 'live' audio-and-video webcast; (b) submission of questions in advance; and (c) voting by proxy at the SGM, are set out in the Notice of SGM from pages 11 to 12 of this Circular.

7. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Singapore Share Transfer Agent of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623 during normal business hours from the date of this Circular up to and including the date of the SGM:

- (a) the Bye-laws of the Company;

- (b) the notice of resignation as auditors from EY dated 19 November 2021;
- (c) the professional clearance letter from EY to RSM dated 19 November 2021; and
- (d) the letter of consent from RSM dated 23 November 2021.

Yours faithfully
For and on behalf of the Board of Directors of
CDW HOLDING LIMITED

Dy Mo Hua Cheung, Philip
Executive Director

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

NOTICE OF SPECIAL GENERAL MEETING

This Notice has been made available on SGXNet and the Company's website at <https://cdw-holding.com.hk>. A printed copy of this Notice and the proxy form will NOT be despatched to Shareholders.

NOTICE IS HEREBY GIVEN that a Special General Meeting of CDW Holding Limited (the "**Company**") will be held by electronic means on Tuesday, 28 December 2021 at 10.00 a.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following ordinary resolution:

Resolution 1

Ordinary Resolution: Proposed Change of Auditors

That:

- (a) The resignation of Ernst & Young, Hong Kong ("EY") as Auditors be and is hereby noted and that RSM Chio Lim LLP in Singapore and RSM Hong Kong in Hong Kong (collectively "RSM") having consented to act, be and is hereby appointed as Joint Auditors in place of EY, to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors of the Company with RSM; and
- (b) the Directors and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Ordinary Resolution.

By Order of the Board

Cho Form Po
Company Secretary

Singapore
13 December 2021

Notes:

1. The SGM is being convened, and will be held by way of electronic means pursuant to the Covid-19 (Temporary Measures) Act 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.
2. This Notice of SGM will also be sent to shareholders 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 SGM 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/CDW2021SGM> no later than 10.00 a.m. on 26 December 2021. Following verification, an email containing instructions on how to join the "live" broadcast will be sent to authenticated persons by 10.00 a.m. on 27 December 2021.

Shareholders are advised to also check the junk folder of their emails in case the emails are directed there instead of the inbox. Shareholders who registered but do not receive an email response by 10.00 a.m. on 27 December 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, shareholders will **not** be able to attend the SGM in person. Shareholders will also not be able to vote online on the resolution tabled for approval at the SGM.

5. A shareholder (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 SGM if such shareholder wishes to exercise his/her/its voting rights at the SGM. The Chairman of the SGM, as a proxy, need not be a shareholder of the Company.
6. The accompanying proxy form for the SGM may be accessed at the Company's website at <https://cdw-holding.com.hk> and the SGXNet. In addition, where a shareholder (whether individual or corporate) appoints the Chairman of the SGM 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 SGM as proxy for that resolution will be treated as invalid.
7. If a shareholder 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 SGM as his/her/its proxy to attend, speak and vote in his/her/its stead at the SGM, he/she/it 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 10.00 a.m. on 26 December 2021, being not less than forty-eight (48) hours before the time appointed for the SGM.

A shareholder 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 shareholders to submit completed Proxy Forms by post, shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

9. Shareholders and Investors will not be able to ask questions "live" during the "live" broadcast of the SGM. All shareholders may submit questions relating to the business of the SGM no later than 10.00 a.m. on 21 December 2021:
 - (a) via the pre-registration website at <https://bit.ly/CDW2021SGM> ;
 - (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 shareholders before 10.00 a.m. on 23 December 2021 by publishing our responses before the SGM on the Company's website at <https://cdw-holding.com.hk> and the SGXNet.

10. The Circular dated 13 December 2021 in relation to the Proposed Change of Auditors is 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 SGM and/or any adjournment thereof, a shareholder of the Company or a Depositor, as the case may be (a) consents to the collection, use and disclosure of the shareholder'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 SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (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.