

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.