

**CDW HOLDING LIMITED**  
(Incorporated in Bermuda)

**MINUTES OF SPECIAL GENERAL MEETING**

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<b>DETAILS</b>	:	Held by electronic means – By live webcast and live audio stream
<b>DATE</b>	:	28 December 2021, Tuesday
<b>TIME</b>	:	10:00 a.m.
<b>PRESENT</b>	:	<u>Directors</u> Mr. Chong Pheng Mr. Mitani Masatoshi Mr. Philip Dy Mo Hua Cheung
<b>IN ATTENDANCE</b>	:	Mr. Cho Form Po – Company Secretary
<b>SHAREHOLDERS / INVITEES</b>	:	As per attendance record maintained by the Company.
<b>CHAIRMAN OF THE BOARD</b>	:	Mr. Yoshikawa Makoto
<b>CHAIRMAN OF THE MEETING</b>	:	Mr. Chong Pheng
<b>ABSENT WITH APOLOGIES</b>	:	Mr. Yoshikawa Makoto Mr. Edward Lai Shi Hong Mr. Chia Seng Hee Mr. Kato Tomonori

#### **QUORUM**

As a quorum was present, Mr. Chong Pheng, the Lead Independent Director and the Chairman of the Meeting (hereinafter referred to as “**Chairman**”) declared the meeting (“**Meeting**”) open at 10:00 a.m.

#### **INTRODUCTION**

Chairman informed the meeting that the Directors and key management team present “live” through an audio-and-video webcast and an audio-only feed were:

Mr. Chong Pheng	:	Lead Independent Director
Mr. Mitani Masatoshi	:	Independent Non-Executive Director
Mr. Philip Dy Mo Hua Cheung	:	Executive Director and Chief Financial Officer

Directors who were not able to attend the Meeting had sent their apologies.

Chairman informed the Meeting that:

- (a) Recording of any form is prohibited.
- (b) To ensure the safety and health of all Shareholders, and to adhere to the Government measures on social distancing measures, the Special General Meeting (“**SGM**”) of the Company was held via “live” through an audio-and-video webcast and an audio-only feed.
- (c) Should there be any unresolved disruption to the “live” audio-and-video webcast and audio-only feed past 20 minutes, the Meeting would be adjourned to such date and time, to be separately announced via SGXNet.

## **NOTICE**

The Notice of SGM dated 13 December 2021 convening the “live” SGM was taken as read.

Chairman informed the Meeting that:

- (a) Shareholders would not be able to ask questions in relation to the agenda of the SGM during this “live” SGM audio-and-video webcast and an audio-only feed and there would not be any “live” voting on the resolutions during the SGM.
- (b) All votes on the resolutions tabled at the SGM would be by proxy and only the Chairman of the Meeting may be appointed as a proxy. Pursuant to Bye-law 73 of the Company’s Bye-Laws, he demanded that the resolution to be tabled at the SGM be voted by poll. This was also in compliance with the requirement of the Listing Manual of Singapore Exchange Securities Trading Limited that all listed companies would have to conduct voting by poll for all general meetings. The resolution tabled at the SGM would be voted by poll and counted based on the proxy forms that were submitted to the Company at least 48 hours before the SGM either by post or electronically via email.
- (c) In accordance with SGX RegCo’s guidance issued on 13 April 2020 on the conduct of general meetings during this circuit breaker period, the Company had on 13 December 2021 informing all Shareholders to (a) submit to the Company their questions in relation to the agenda of the SGM via the pre-registration website, by post or electronically via email by the submission deadline of 23 December 2021; and (b) submit to the Company their proxy forms appointing the Chairman of the SGM as their proxy to cast votes on their behalf at least 48 hours before the SGM either by post or electronically via email. No questions had been received by the Company.
- (d) He had been appointed by numerous Shareholders as proxy, in his capacity as Chairman of the SGM, and would be voting in accordance with their instructions. The motion would be proposed by him in his capacity as Chairman of the SGM and there would be no calling of seconder. Validity of the proxies submitted by the Shareholders by the submission deadline had been reviewed and the votes of all such valid proxies have been counted and verified by Kreston Ardent CAtrust PAC, who have been appointed as scrutineers for the poll.

## **BUSINESS OF MEETING**

Chairman proceeded with the formal business of the “live” SGM. The resolution and poll voting results were presented during the SGM.

Ordinary Resolution 1 set out below was duly passed.

### **ORDINARY BUSINESS:**

#### **1. PROPOSED CHANGE OF AUDITORS – RESOLUTION 1**

Resolution 1 was to approve the appointment of Messrs RSM Chio Lim LLP and RSM Hong Kong (collectively “**RSM**”) as the Company’s Auditors in place of the resigning auditors, Messrs Ernst & Young, Hong Kong and to authorize the Directors to fix their remuneration.

The background and rationale of the proposed change of auditors were set out in Paragraph 2 of the Circular to Shareholders dated 13 December 2021.

Messrs Ernst & Young, Hong Kong had on 19 November 2021 issued their professional clearance letter and Messrs RSM had on 23 November 2021 expressed their willingness to act as Auditors of the Company.

The motion was put to vote and the results of the poll for Ordinary Resolution 1 were as follows:

No. of votes for	As a percentage of total no. of votes for the resolution (%)	No. of votes against	As a percentage of total no. of votes against the resolution (%)	Total no. of units represented by votes for and against the resolution	As a percentage of total no. of votes for and against the resolution (%)
114,507,550	100.00%	0	0.00%	114,507,550	100.00%

Based on the results of the poll, the motion was declared carried by the Chairman and it was RESOLVED:

That Messrs RSM Chio Lim LLP and RSM Hong Kong be appointed in place of the resigning auditors, Messrs Ernst & Young, Hong Kong as the Auditors of the Company until the conclusion of the next AGM and that the Directors be authorised to fix their remuneration.

## CONCLUSION

There being no other business to transact, Chairman declared the Meeting closed at 10:06 a.m. and thanked everyone for their attendance.

Chairman also thanked everyone for their support at this SGM and wished everyone good health during this uncertain and exceptional period.

## CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

**CHONG PHENG**  
CHAIRMAN OF THE MEETING