

CDW HOLDING LIMITED
(Incorporated in Bermuda)

MINUTES OF SPECIAL GENERAL MEETING

DETAILS	: Held by electronic means – By live webcast and live audio stream
DATE	: 29 April 2022, Friday
TIME	: 3:10 p.m.
PRESENT	: <u>Directors</u> Mr. Yoshikawa Makoto Mr. Chong Pheng Mr. Mitani Masatoshi Mr. Edward Lai Shi Hong Mr. Chia Seng Hee Mr. Philip Dy Mo Hua Cheung Mr. Kato Tomonori
IN ATTENDANCE	: Mr. Cho Form Po – Company Secretary
SHAREHOLDERS / INVITEES	: As per attendance record maintained by the Company.
CHAIRMAN OF THE BOARD	: Mr. Yoshikawa Makoto
CHAIRMAN OF THE MEETING	: Mr. Chong Pheng

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 3:10 p.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. Edward Lai Shi Hong	: Independent Non-Executive Director
Mr. Mitani Masatoshi	: Independent Non-Executive Director
Mr. Chia Seng Hee	: Independent Non-Executive Director
Mr. Philip Dy Mo Hua Cheung	: Executive Director and Chief Financial Officer
Mr. Kato Tomonori	: Executive Director and Chief Operating Officer

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 6 April 2022 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 resolution during the SGM.
- (b) All votes on the resolution 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 amid the current Covid-19 outbreak, the Company had on 7 April 2022 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 21 April 2022; 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 Reliance 3P Advisory Pte Ltd, 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 ADOPTION OF THE SHARE PURCHASE MANDATE – RESOLUTION 1

Resolution 1 was to approve the proposed Adoption of the Share Purchase Mandate.

The background and rationale of the proposed adoption of the share purchase mandate were set out in the Circular to Shareholders dated 6 April 2022.

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 (%)
119,721,600	100.00%	0	0.00%	119,721,600	100.00%

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

That:

- (a) pursuant to Bye-law 7(B) of the Company's bye-laws and the Listing Manual of the SGX-ST, the Directors of the Company be and are hereby authorised to make purchases of or otherwise acquire ordinary shares in the issued share capital of the Company ("Shares") from time to time (whether by way of Market Purchases or Off-Market Purchases on an equal excess scheme) of up to ten per cent. (10%) of the issued ordinary share capital (excluding treasury shares and subsidiary holdings) of the Company (ascertained as at the date of the last annual general meeting ("AGM") of the Company or at the date of the special general meeting ("SGM") of the Company, whichever is the later) during the Relevant Period, or within any one (1) financial year of the Company, whichever is earlier, at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price, in accordance with all other laws, regulations and rules of the SGX-ST, and this mandate ("Share Purchase Mandate") shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next AGM of the Company is held or is required by law to be held, whichever is earlier.

- (b) in this Resolution:

"Relevant Period" means the period commencing from the date of the passing of this Resolution and expiring on the earlier of (i) the date the next AGM of the Company is held or is required by law to be held, or (ii) the date the said mandate is revoked or varied by the Company in general meeting;

"Market Day" means a day on which the SGX-ST is open for trading in securities;

"Market Purchases" means on-market acquisitions of Shares on the SGX-ST through the Central Limit Order Book trading system during the Relevant Period. For the purposes of this definition, a market acquisition means an on-market purchase transacted on SGX-ST through the Central Limit Order Book trading system;

"Maximum Price" means the maximum price at which the Shares can be purchased pursuant to the Share Purchase Mandate, which shall:

- (i) in the case of a Market Purchase not exceed the sum constituting five per cent. (5%) above the average closing price of the Shares over the period of five (5) Market Days in which transactions in the Shares on the SGX-ST were recorded before the day on which such purchase is made and deemed to be adjusted for any corporate actions occurring after the relevant 5-day period; and
- (ii) in the case of an Off-Market Purchase not exceed the sum constituting five per cent. (5%) above the average closing price of the Shares over the period of five (5) Market Days in which transactions in the Shares on the SGX-ST were recorded immediately preceding the date of offer by the Company and deemed to be adjusted for any corporate actions occurring after the relevant 5-day period;

“Off-Market Purchases” means off-market acquisitions of Shares undertaken by the Company during the Relevant Period on an equal access scheme as defined in Section 76C of the Singapore Companies Act, and an “Off-Market Purchase” shall be construed accordingly; and

“SGX-ST” means the Singapore Exchange Securities Trading Limited; and

- (c) the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

CONCLUSION

There being no other business to transact, Chairman declared the Meeting closed at 3:15 p.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