

## NOTICE OF SPECIAL GENERAL MEETING

This Notice has been made available on SGXNet and the Company's website at <https://cdw-holding.com.hk>.

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of CDW Holding Limited (the "**Company**") will be held by electronic means on Friday, 29 April 2022 at 3.15 p.m. (or immediately following the conclusion or adjournment of the 2022 Annual General Meeting of the Company to be held at 3.00 p.m. on the same day by way of electronic means) for the purpose of considering and, if thought fit, passing (with or without modification) the following ordinary resolution:

### Resolution 1

#### Ordinary Resolution: Proposed Adoption of the Share Purchase Mandate

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.

By Order of the Board

Cho Form Po  
Company Secretary

Singapore  
6 April 2022

**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/CDW2022AGMandSGM> no later than 3.15 p.m. on 27 April 2022. Following verification, an email containing instructions on how to join the “live” broadcast will be sent to authenticated persons by 3.15 p.m. on 28 April 2022.

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 3.15 p.m. on 28 April 2022 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](mailto: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 2001 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., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically, be sent via email to [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com);

in either case, by 3.15 p.m. on 27 April 2022, being not less than forty-eight (48) hours before the time appointed for the SGM.

A shareholder who wishes to submit the Proxy Form which can be downloaded, must 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 3.15 p.m. on 21 April 2022:
- (a) via the pre-registration website at <https://bit.ly/CDW2022AGMandSGM> ;
  - (b) by email to [srs.teamc@boardroomlimited.com](mailto: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., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

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 3.15 p.m. on 25 April 2022 by publishing our responses before the SGM on the Company's website at <https://cdw-holding.com.hk> and the SGXNet.

10. This Circular 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.