

**CIRCULAR DATED 2 APRIL 2012**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**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 adviser immediately.**

If you have sold all your Shares (as defined in this Circular), you should immediately hand this Circular and the enclosed Proxy Form to the purchaser or to the bank, stockbroker or agent through whom you effected the sale for onward transmission to the purchaser.

Your attention is drawn to page 21 of this Circular in respect of actions to be taken if you wish to attend and vote at the Special General Meeting.

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 RENEWAL OF THE SHARE PURCHASE MANDATE**

**IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form	:	24 April 2012 at 2.15 p.m.
Date and time of Special General Meeting	:	26 April 2012 at 2.15 p.m. (or immediately following the conclusion or adjournment of the 2012 Annual General Meeting of the Company to be held at 2.00 p.m. on the same day and at the same place)
Place of Special General Meeting	:	Rosewood Room Swissotel Merchant Court Singapore 20 Merchant Road Singapore 058281

# CONTENTS

	<b>Page</b>
<b>DEFINITIONS</b> .....	3
1. INTRODUCTION.....	7
2. RATIONALE FOR THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE..	8
3. SOURCE OF FUNDS .....	8
4. STATUS OF PURCHASED SHARES UNDER THE PROPOSED SHARE PURCHASE MANDATE .....	9
5. TREASURY SHARES .....	9
6. FINANCIAL AND OTHER IMPACT .....	10
7. TAX IMPLICATIONS.....	17
8. TAKE-OVER CONSEQUENCES.....	17
9. LISTING STATUS OF THE COMPANY'S SECURITIES .....	20
10. LIMITS ON SHAREHOLDINGS .....	21
11. SPECIAL GENERAL MEETING .....	21
12. ACTION TO BE TAKEN BY SHAREHOLDERS AND DEPOSITORS.....	21
13. DIRECTORS' RECOMMENDATION .....	22
14. DIRECTORS' RESPONSIBILITY STATEMENT .....	22
15. DOCUMENTS FOR INSPECTION .....	22
 <b>ANNEX</b>	
GUIDELINES ON SHARES PURCHASES.....	23
NOTICE OF SPECIAL GENERAL MEETING.....	26
 <b>PROXY FORM</b>	

## DEFINITIONS

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

“2012 AGM”	:	The AGM of the Company to be held on 26 April 2012 at 2.00 p.m. at Rosewood Room, Swissotel Merchant Court Singapore, 20 Merchant Road, Singapore 058281
“AGM”	:	The annual general meeting of the Company
“Bermuda Companies Act”	:	The Companies Act 1981 of Bermuda (as amended)
“Board”	:	The board of the Directors
“Bye-laws”	:	The bye-laws of the Company
“CDP”	:	The Central Depository (Pte) Limited
“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
“Controlling Shareholder”	:	A person who:  (a) holds directly or indirectly 15.0% or more of the nominal amount of all voting shares in the company; or  (b) in fact exercises control over a company
“Council”	:	The Securities Industry Council
“Directors”	:	Directors of the Company as at the date of this Circular
“EPS”	:	Earnings per share
“FY”	:	Financial year ended or ending 31 December
“Group”	:	The Company and its Subsidiaries
“Latest Practicable Date”	:	26 March 2012, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	The Listing Manual of the SGX-ST, as the same may be amended, varied or supplemented from time to time
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Market Purchases”	:	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, and a “Market Purchase” shall be construed accordingly

“Maximum Price”	: The maximum price at which the Shares can be purchased pursuant to the Share Purchase Mandate, which shall:
	(a) in the case of a Market Purchase not exceed the sum constituting five per cent. (5.0%) 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
	(b) in the case of an Off-Market Purchase not exceed the sum constituting five per cent. (5.0%) 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
“Memorandum of Association”	: The Memorandum of Association of the Company
“Month”	: Calendar month
“NAV”	: Net asset value
“NTA”	: Net tangible assets
“Off-Market Purchases”	: 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 Companies Act, and an “Off-Market Purchase” shall be construed accordingly
“Offeree Shareholders”	: Shareholders holding Shares at the time of an offer of Shares Purchase, and an “Offeree Shareholder” shall be construed accordingly
“Relevant Period”	: The period commencing from the date the Share Purchase Mandate is conferred by the Company in general meeting 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
“Required Price”	: In relation to the offer required to be made under the provisions of Rule 14.1 of the Take-over Code, the offer shall be in cash or be accompanied by a cash alternative at a price in accordance with Rule 14.3 of the Take-over Code which is the highest price paid by the offerors and/or person(s) acting in concert with them for the Company’s Shares (i) during the offer period and within the preceding six (6) months, (ii) acquired through the exercise of instruments convertible into securities which carry voting rights within six (6) months of the offer and during the offer period, or (iii) acquired through the exercise of rights to subscribe for, and options in respect of, securities which carry voting rights within six (6) months of the offer or during the offer period; or at such price as determined by the Council under Rule 14.3 of the Take-over Code

“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”	:	The registered shareholders of the Shares
“Shares”	:	Shares of US\$0.02 each in the capital of the Company
“Share Purchase Mandate”	:	The general mandate granted by the Shareholders to authorise the Directors to make Shares Purchases within the Relevant Period, or within any one (1) financial year of the Company, whichever is earlier, of up to ten per cent. (10.0%) of the issued ordinary share capital of the Company (ascertained as at the date of the last AGM of the Company or at the date of the SGM, whichever is the higher) at the price of up to but not exceeding the Maximum Price, in accordance with the terms of this Circular and subject to compliance with the Bermuda Companies Act and the rules and regulations of the SGX-ST, the renewal of which is subject to the approval of the Shareholders at the SGM
“Shares Purchases”	:	Off-Market Purchases or Market Purchases undertaken by the Company during the Relevant Period and a “Shares Purchase” shall be construed accordingly
“Subsidiaries”	:	The subsidiaries of a company (as defined in Section 5 of the Companies Act) and “Subsidiary” shall be construed accordingly
“Substantial Shareholders”	:	A person who has an interest in not less than five per cent. (5.0%) of the total votes attached to all the voting shares of a company
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers
“S\$”	:	Singapore dollars
“US\$” or “US cents”	:	US dollars and cents respectively
“%” or “per cent.”	:	Per centum or percentage

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

The terms “Depositor” and “Depository Register” shall have the meanings ascribed to them respectively by Section 130A of the Companies Act.

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, or any statutory modifications thereof and used in this Circular, where applicable, shall have the meaning assigned to it under the Securities and Futures Act, the 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.

Unless otherwise indicated, certain US dollar amounts in this Circular have been translated into Singapore dollars and *vice versa*, based on the exchange rate of S\$1.00 = US\$0.7933 (rounded to 4 decimal place), obtained from the Monetary Authority of Singapore on 26 March 2012.

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

**Directors:**

Mr. Koichi URANO (Chairman and Chief Executive Officer)  
Mr. Akihiro KIYOTA (Executive Director and Chief Operating Officer)  
Mr. DY MO Hua Cheung, Philip (Executive Director)  
Mr. Shinichi OCHI (Executive Director)  
Mr. LAI Shi Hong, Edward (Non-Executive Director)  
Mr. CHONG Pheng (Independent Director)  
Mr. HO Yew Mun (Independent Director)  
Mr. Masatoshi MITANI (Independent Director)  
Mr. NG Wai Kee (Independent Director)

**Registered Office:**

Canon's Court  
22 Victoria Court  
Hamilton HM12  
Bermuda

2 April 2012

To: The Shareholders and Depositors of CDW Holding Limited

**THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE**

Dear Shareholder,

**1. INTRODUCTION**

- 1.1 At the SGM held on 22 May 2008, Shareholders had approved, inter alia, the Share Purchase Mandate to enable the Company to purchase or otherwise acquire its issued Shares. The Share Purchase Mandate was last renewed at the SGM held on 31 May 2011 (the "**2011 Mandate**").
- 1.2 The 2011 Mandate authorised the Directors to make Shares Purchases from time to time within the Relevant Period, or within any one (1) financial year of the Company, whichever is earlier, of up to ten per cent. (10.0%) of the issued Shares of the Company (ascertained as at the date of the 2011 Mandate) at the price of up to but not exceeding the Maximum Price, which shall:
  - (a) in the case of a Market Purchase not exceed the sum constituting five per cent. (5.0%) 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
  - (b) in the case of an Off-Market Purchase not exceed the sum constituting five per cent. (5.0%) 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.
- 1.3 The authority conferred on the Directors by the 2011 Mandate will expire on the date of the 2012 AGM. Accordingly, the Directors are convening a SGM to be held on 26 April 2012 at 2.15 p.m. (or immediately following the conclusion or adjournment of the 2012 AGM of the Company to be held at 2.00 p.m. on the same day and at the same place) to seek the approval of the Shareholders for the proposed renewal of the Share Purchase Mandate, which shall be on the same terms as the 2011 Mandate.

- 1.4 Any purchase of Shares by the Company will have to be made in accordance with, and in the manner prescribed by, the Bermuda Companies Act and such other laws and regulations as may for the time being be applicable. As the Company is listed on the SGX-ST, it is also required to comply with Part XIII of Chapter 8 of the Listing Manual, which relates to the purchase or acquisition of issued ordinary shares in the capital of a company which is listed on the SGX-ST. The “Guidelines on Shares Purchases” are set out in Annex to this Circular.
- 1.5 The Company may purchase Shares by way of Off-Market Purchases and/or Market Purchases subject to compliance with all applicable laws and rules. In the event that subsequent to the SGM, there are new rules, regulations, directives or laws enacted or promulgated by the relevant competent authorities including but not limited to the SGX-ST and the Council (hereinafter, collectively referred to as the “**Further Rules**”) that augment, supplement or vary the existing governing provisions set out in the Bermuda Companies Act and/or the Listing Manual, the Company shall, to the extent that the Further Rules impact on the proposed Share Purchase Mandate, disseminate to the public by announcement(s), a memorandum setting out such Further Rules and the extent to which the proposed Share Purchase Mandate is affected by such Further Rules. In such an event, the Company shall not undertake any purchase of Shares until such a memorandum has been publicly disseminated.
- 1.6 The SGX-ST takes no responsibility for the accuracy of any statements or opinions made, reports contained or opinions expressed in this Circular.

## **2. RATIONALE FOR THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE**

- 2.1 Short-term speculation may at times cause the market price of the Shares to be depressed below the true value of the Company and the Group. The proposed Share Purchase Mandate will provide the Directors with the means to restore investors’ confidence and protect existing Shareholders’ investments in the Company in a depressed share-price situation through judicious Shares Purchases to enhance the EPS and/or the NAV per Share. The Shares Purchases will enhance the NAV per Share if the Shares Purchases are made at a price below the NAV per Share.
- 2.2 The proposed Share Purchase Mandate will also provide the Company with an expedient and cost-effective mechanism to facilitate the return of surplus cash reserves to the Shareholders, as and when the Directors are of the view that this would be in the best interests of the Company and the Shareholders.
- 2.3 The Directors will only make a Shares Purchase in compliance with all applicable laws and regulations as and when the circumstances permit and only if the Directors are of the view that such purchases are in the best interests of the Company and the Shareholders.

## **3. SOURCE OF FUNDS**

- 3.1 Under the Bermuda Companies Act, a purchase of shares may only be funded (i) out of the capital paid up on the shares to be purchased, (ii) out of the funds of the company which would otherwise be available for dividend or distribution, or (iii) out of the proceeds of a fresh issue of shares made for the purpose of the purchase, and the premium payable on the purchase (i.e. the amount paid in excess of the nominal value of the shares to be purchased) must be provided for out of the funds of the company which would otherwise be available for dividend or distribution, or out of the company’s share premium account before the shares are purchased.
- 3.2 The Company will use internal resources and/or external borrowings to finance Shares Purchases. It is not possible for the Company to realistically calculate or quantify the impact of purchases that may be made pursuant to the proposed Share Purchase Mandate on the NAV and EPS as the resultant effect would depend on factors such as the aggregate number of Shares purchased, the purchase prices paid at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases.

#### **4. STATUS OF PURCHASED SHARES UNDER THE PROPOSED SHARE PURCHASE MANDATE**

A Share purchased or acquired by the Company is deemed cancelled immediately and the relative certificate for the Share shall be cancelled and destroyed on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Where Shares are cancelled but not held as treasury shares, the issued share capital of the Company shall be diminished by the nominal value of the Shares purchased or acquired by the Company. No reduction is made to the Company's authorised capital. Under the Bermuda Companies Act, in order for the Company to hold Shares as treasury shares, either its Memorandum of Association or its Bye-laws must permit the Company to acquire and hold Shares as treasury shares. The Company is permitted by its Bye-laws to acquire and hold Shares as treasury shares.

#### **5. TREASURY SHARES**

Under the Bermuda Companies Act, Shares purchased or acquired by the Company may be held as treasury shares. Some of the provisions on treasury shares under the Bermuda Companies Act are summarised below:

##### **5.1 Maximum holdings**

The Company may not acquire its own Shares to be held as treasury shares if, as a result of the acquisition, all of the Company's issued Shares, other than the Shares to be held as treasury shares, would be non-voting Shares.

##### **5.2 Voting and other rights**

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings of the Company.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distributions of assets to members on a winding up) may be made, to the Company in respect of treasury shares. However, the making of an allotment of Shares as fully paid bonus shares in respect of treasury shares is allowed and any such bonus shares shall be treated for the purposes of the Bermuda Companies Act as if they had been acquired by the Company at the time they were allotted.

##### **5.3 Disposal and cancellation**

Where Shares are held as treasury shares, the Company may, inter alia, at any time:

- (a) dispose of or transfer all or any of the Shares for cash or other consideration; or
- (b) cancel all or any of the Shares.

##### **5.4 Purchase or acquisition out of capital or profits**

Under the Bermuda Companies Act, purchases or acquisitions of Shares by the Company shall be made in accordance with the requirements thereof and no purchase or acquisition by the Company of its own shares may be effected if, on the date on which the purchase or acquisition is effected, there are reasonable grounds for believing that the Company is, or after the purchase or acquisition would be, unable to pay its liabilities as they become due.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital and the share premium account, the amount available for the distribution of cash dividends by the Company will not be reduced.

## 6. FINANCIAL AND OTHER IMPACT

The financial effects on the Company and the Group arising from purchases or acquisition of Shares which may be made pursuant to the proposed Share Purchase Mandate will depend on, inter alia, whether the Shares are purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held in treasury or cancelled. The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for FY2011, are based on the following principal assumptions:

- (a) the acquisition of Shares pursuant to the proposed Share Purchase Mandate had taken place on 1 January 2011 for the purpose of computing the financial effects on the EPS of the Group;
- (b) the acquisition of Shares pursuant to the proposed Share Purchase Mandate had taken place on 1 January 2011 for the purpose of computing the financial effects on the shareholders' equity, NTA per share and gearing of the Group and the Company; and
- (c) transaction costs incurred for the acquisition of Shares pursuant to the proposed Share Purchase Mandate are assumed to be insignificant and have been ignored for the purpose of computing the financial effects.

### 6.1 Information as at the Latest Practicable Date

As at the Latest Practicable Date, the Company's issued and fully paid up share capital is US\$10,087,084 represented by 504,354,221 Shares (which includes 24,315,000 Shares held as treasury shares). The maximum number of Shares Purchases that can be made within the Relevant Period, or within any one (1) financial year of the Company, whichever is earlier, is up to ten per cent. (10.0%) of the issued share capital (excluding treasury shares) of the Company (ascertained as at the date of the last AGM of the Company or at the date of the SGM, whichever is the higher). For illustrative purposes only, as the Company has 480,039,221 Shares (excluding 24,315,000 treasury shares) as at the Latest Practicable Date, not more than 48,003,000 Shares (representing approximately ten per cent. (10.0%) of the issued share capital (excluding treasury shares) of the Company as at that date) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate.

No Shares are reserved for issue by the Company as at the Latest Practicable Date.

### 6.2 Financial effects

For illustrative purposes only, and on the basis of the assumptions set out below, the financial effects of the:

- (a) acquisition of Shares by the Company pursuant to the proposed Share Purchase Mandate by way of purchases made entirely out of capital and the share premium account of the Company and held as treasury shares;
- (b) acquisition of Shares by the Company pursuant to the proposed Share Purchase Mandate by way of purchases made entirely out of capital and the share premium account of the Company and cancelled;
- (c) acquisition of Shares by the Company pursuant to the proposed Share Purchase Mandate by way of purchases made entirely out of funds of the Company which would otherwise be available for dividends or distributions and held as treasury shares; and
- (d) acquisition of Shares by the Company pursuant to the proposed Share Purchase Mandate by way of purchases made entirely out of funds of the Company which would otherwise be available for dividends or distributions and cancelled,

on the audited financial statements of the Group and the Company for FY2011 are set out below.

(a) **Purchases made entirely out of capital and the share premium account and held as treasury shares**

*Market Purchases*

**For illustrative purposes only**, in a Shares Purchase, assuming that the Maximum Price is S\$0.10 which is five per cent. (5.0%) above the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 48,003,000 Shares (representing approximately ten per cent. (10.0%) of the total issued share capital (excluding treasury shares) of the Company as at the Latest Practicable Date, which is the maximum number of Shares the Company is allowed to purchase) under and during the duration of the proposed Share Purchase Mandate, is approximately S\$4,800,000 (equivalent to approximately US\$3,808,000).

On these assumptions, the impact of the Market Purchases by the Company undertaken in accordance with the proposed Share Purchase Mandate on the Company's and the Group's audited financial statements for FY2011 is as follows:

	Group		Company	
	Before Shares Purchases US\$'000	After Shares Purchases US\$'000	Before Shares Purchases US\$'000	After Shares Purchases US\$'000
<u>As at 31 December 2011</u>				
Share Capital	10,087	10,087	10,087	10,087
Share Premium	18,994	18,994	18,994	18,994
Retained Earnings	16,156	16,125	592	516
Shareholders' equity	58,557	54,718	28,592	24,708
NTA <sup>(1)</sup>	58,557	54,718	28,592	24,708
Current Assets	84,064	80,225	391	391
Current Liabilities	45,658	45,658	166	166
Working Capital	38,406	34,567	225	225
Total Liabilities	51,101	51,101	166	166
Number of Shares ('000) <sup>(2)</sup>	480,039	432,036	480,039	432,036
Financial Ratios:				
NTA per Share, US cents <sup>(3)</sup>	12.20	12.67	5.96	5.72
Basic EPS, US cents <sup>(4)</sup>	0.94	1.04	N/A	N/A
Gearing <sup>(5)</sup>	0.25	0.27	N/A	N/A
Current ratio <sup>(6)</sup>	1.84	1.76	2.36	2.36

**Notes:**

- (1) NTA equals Shareholders' equity less intangible assets.
- (2) Number of Shares outstanding excludes treasury shares held by the Company since treasury shares are not entitled to any dividends and any right to attend or vote at meetings of the Company as stated in Section 5.2.
- (3) NTA per Share equals NTA divided by the number of Shares outstanding as at 31 December 2011.
- (4) Basic EPS equals profit attributable to shareholders divided by the weighted average number of Shares outstanding during the year ended 31 December 2011 before and after the Shares Purchases.
- (5) Gearing equals total bank borrowings and obligation under finance leases for the Group and the Company respectively, divided by Shareholders' equity.
- (6) Current ratio equals current assets divided by current liabilities.

### Off-Market Purchases

**For illustrative purposes only**, in a Shares Purchase, assuming that the Maximum Price is S\$0.10 which is five per cent. (5.0%) above the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 48,003,000 Shares (representing approximately ten per cent. (10.0%) of the total issued share capital (excluding treasury shares) of the Company as at the Latest Practicable Date, which is the maximum number of Shares the Company is allowed to purchase) under and during the duration of the proposed Share Purchase Mandate, is approximately S\$4,800,000 (equivalent to approximately US\$3,808,000).

On these assumptions, the impact of the Off-Market Purchases by the Company undertaken in accordance with the proposed Share Purchase Mandate on the Company's and the Group's audited financial statements for FY2011 will be the same as those presented for the impact of Market Purchases by the Company undertaken in accordance with the proposed Share Purchase Mandate on the Company's and the Group's audited financial statements for FY2011, as stated above under the section entitled "Purchases made entirely out of capital and the share premium account and held as treasury shares".

#### **(b) Purchases made entirely out of capital and the share premium account and cancelled**

The cancellation of any Shares pursuant to a Shares Purchase will reduce the issued share capital of the Company by the nominal value of the Shares purchased and the share premium account will be reduced by an amount being the consideration for the purchase of the Shares less the aggregate nominal value of such Shares. No reduction is made to the Company's authorised share capital. The NTA of the Company and the Group will be reduced by the aggregate purchase price paid by the Company for the Shares.

### Market Purchases

**For illustrative purposes only**, in a Shares Purchase, assuming that the Maximum Price is S\$0.10 which is five per cent. (5.0%) above the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 48,003,000 Shares (representing approximately ten per cent. (10.0%) of the total issued share capital (excluding treasury shares) of the Company as at the Latest Practicable Date, which is the maximum number of Shares the Company is allowed to purchase) under and during the duration of the proposed Share Purchase Mandate, is approximately S\$4,800,000 (equivalent to approximately US\$3,808,000).

On these assumptions, the impact of the Market Purchases by the Company undertaken in accordance with the proposed Share Purchase Mandate on the Company's and the Group's audited financial statements for FY2011 is as follows:

	Group		Company	
	Before Shares Purchases US\$'000	After Shares Purchases US\$'000	Before Shares Purchases US\$'000	After Shares Purchases US\$'000
<u>As at 31 December 2011</u>				
Share Capital	10,087	9,127	10,087	9,127
Share Premium	18,994	16,146	18,994	16,146
Retained Earnings	16,156	16,125	592	516
Shareholders' equity	58,557	54,718	28,592	24,708
NTA <sup>(1)</sup>	58,557	54,718	28,592	24,708
Current Assets	84,064	80,225	391	391
Current Liabilities	45,658	45,658	166	166
Working Capital	38,406	34,567	225	225
Total Liabilities	51,101	51,101	166	166
Number of Shares ('000) <sup>(2)</sup>	480,039	432,036	480,039	432,036

	Group		Company	
	Before	After	Before	After
	Shares Purchases US\$'000	Shares Purchases US\$'000	Shares Purchases US\$'000	Shares Purchases US\$'000
Financial Ratios:				
NTA per Share, US cents <sup>(3)</sup>	12.20	12.67	5.96	5.72
Basic EPS, US cents <sup>(4)</sup>	0.94	1.04	N/A	N/A
Gearing <sup>(5)</sup>	0.25	0.27	N/A	N/A
Current ratio <sup>(6)</sup>	1.84	1.76	2.36	2.36

**Notes:**

- (1) NTA equals Shareholders' equity less intangible assets.
- (2) Number of Shares outstanding excludes treasury shares held by the Company since treasury shares are not entitled to any dividends and any right to attend or vote at meetings of the Company as stated in Section 5.2.
- (3) NTA per Share equals NTA divided by the number of Shares outstanding as at 31 December 2011.
- (4) Basic EPS equals profit attributable to shareholders divided by the weighted average number of Shares outstanding during the year ended 31 December 2011 before and after the Shares Purchases.
- (5) Gearing equals total bank borrowings and obligation under finance leases for the Group and the Company respectively, divided by Shareholders' equity.
- (6) Current ratio equals current assets divided by current liabilities.

*Off-Market Purchases*

**For illustrative purposes only**, in a Shares Purchase, assuming that the Maximum Price is S\$0.10 which is five per cent. (5.0%) above the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 48,003,000 Shares (representing approximately ten per cent. (10.0%) of the total issued share capital (excluding treasury shares) of the Company as at the Latest Practicable Date, which is the maximum number of Shares the Company is allowed to purchase) under and during the duration of the proposed Share Purchase Mandate, is approximately S\$4,800,000 (equivalent to approximately US\$3,808,000).

On these assumptions, the impact of the Off-Market Purchases by the Company undertaken in accordance with the proposed Share Purchase Mandate on the Company's and the Group's audited financial statements for FY2011 will be the same as those presented for the impact of Market Purchases by the Company undertaken in accordance with the proposed Share Purchase Mandate on the Company's and the Group's audited financial statements for FY2011, as stated above under the section entitled "Purchases made entirely out of capital and the share premium account and cancelled".

**(c) Purchases made entirely out of funds of the Company which would otherwise be available for dividends or distributions and held as treasury shares**

*Market Purchases*

**For illustrative purposes only**, in a Shares Purchase, assuming that the Maximum Price is S\$0.10 which is five per cent. (5.0%) above the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 48,003,000 Shares (representing approximately ten per cent. (10.0%) of the total issued share capital (excluding treasury shares) of the Company as at the Latest Practicable Date, which is the maximum number of Shares the Company is allowed to purchase) under and during the duration of the proposed Share Purchase Mandate, is approximately S\$4,800,000 (equivalent to approximately US\$3,808,000).

On these assumptions, the impact of the Market Purchases by the Company undertaken in accordance with the proposed Share Purchase Mandate on the Company's and the Group's audited financial statements for FY2011 is as follows:

	Group		Company	
	Before Shares Purchases US\$'000	After Shares Purchases US\$'000	Before Shares Purchases US\$'000	After Shares Purchases US\$'000
<u>As at 31 December 2011</u>				
Share Capital	10,087	10,087	10,087	10,087
Share Premium	18,994	18,994	18,994	18,994
Retained Earnings	16,156	16,125	592	516
Shareholders' equity	58,557	54,718	28,592	24,708
NTA <sup>(1)</sup>	58,557	54,718	28,592	24,708
Current Assets	84,064	80,225	391	391
Current Liabilities	45,658	45,658	166	166
Working Capital	38,406	34,567	225	225
Total Liabilities	51,101	51,101	166	166
Number of Shares ('000) <sup>(2)</sup>	480,039	432,036	480,039	432,036
Financial Ratios:				
NTA per Share, US cents <sup>(3)</sup>	12.20	12.67	5.96	5.72
Basic EPS, US cents <sup>(4)</sup>	0.94	1.04	N/A	N/A
Gearing <sup>(5)</sup>	0.25	0.27	N/A	N/A
Current ratio <sup>(6)</sup>	1.84	1.76	2.36	2.36

**Notes:**

- (1) NTA equals Shareholders' equity less intangible assets.
- (2) Number of Shares outstanding excludes treasury shares held by the Company since treasury shares are not entitled to any dividends and any right to attend or vote at meetings of the Company as stated in Section 5.2.
- (3) NTA per Share equals NTA divided by the number of Shares outstanding as at 31 December 2011.
- (4) Basic EPS equals profit attributable to shareholders divided by the weighted average number of Shares outstanding during the year ended 31 December 2011 before and after the Shares Purchases.
- (5) Gearing equals total bank borrowings and obligation under finance leases for the Group and the Company respectively, divided by Shareholders' equity.
- (6) Current ratio equals current assets divided by current liabilities.

*Off-Market Purchases*

**For illustrative purposes only**, in a Shares Purchase, assuming that the Maximum Price is S\$0.10 which is five per cent. (5.0%) above the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 48,003,000 Shares (representing approximately ten per cent. (10.0%) of the total issued share capital (excluding treasury shares) of the Company as at the Latest Practicable Date, which is the maximum number of Shares the Company is allowed to purchase) under and during the duration of the proposed Share Purchase Mandate, is approximately S\$4,800,000 (equivalent to approximately US\$3,808,000).

On these assumptions, the impact of the Off-Market Purchases by the Company undertaken in accordance with the proposed Share Purchase Mandate on the Company's and the Group's audited financial statements for FY2011 will be the same as those presented for the impact of Market Purchases by the Company undertaken in accordance with the proposed Share Purchase Mandate on the Company's and the Group's audited financial statements for FY2011, as stated above under the section entitled "Purchases made entirely out of funds of the Company which would otherwise be available for dividends or distributions and held as treasury shares".

**(d) Purchases made entirely out of funds of the Company which would otherwise be available for dividends or distributions and cancelled**

The cancellation of any Shares pursuant to a Shares Purchase will reduce the issued share capital of the Company by the nominal value of the Shares purchased. The retained earnings of the Company will be reduced by an amount being the consideration for the purchase of the Shares less the aggregate nominal value of such Shares. Any deficit in the Company's retained earnings as a consequence of this reduction will be removed by the declaration of dividends by the Subsidiaries to the Company. No reduction is made to the Company's authorised share capital. The NTA of the Company and the Group will be reduced by the aggregate purchase price paid by the Company for the Shares.

*Market Purchases*

**For illustrative purposes only**, in a Shares Purchase, assuming that the Maximum Price is S\$0.10 which is five per cent. (5.0%) above the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 48,003,000 Shares (representing approximately ten per cent. (10.0%) of the total issued share capital (excluding treasury shares) of the Company as at the Latest Practicable Date, which is the maximum number of Shares the Company is allowed to purchase) under and during the duration of the proposed Share Purchase Mandate, is approximately S\$4,800,000 (equivalent to approximately US\$3,808,000).

On these assumptions, the impact of the Shares Purchases by the Company undertaken in accordance with the proposed Share Purchase Mandate on the Company's and the Group's audited financial statements for FY2011 is as follows:

	Group		Company	
	Before Shares Purchases US\$'000	After Shares Purchases US\$'000	Before Shares Purchases US\$'000	After Shares Purchases US\$'000
<u>As at 31 December 2011</u>				
Share Capital	10,087	9,127	10,087	9,127
Share Premium	18,994	18,994	18,994	18,994
Retained Earnings	16,156	13,277	592	(2,332)
Shareholders' equity	58,557	54,718	28,592	24,708
NTA <sup>(1)</sup>	58,557	54,718	28,592	24,708
Current Assets	84,064	80,225	391	391
Current Liabilities	45,658	45,658	166	166
Working Capital	38,406	34,567	225	225
Total Liabilities	51,101	51,101	166	166
Number of Shares ('000) <sup>(2)</sup>	480,039	432,036	480,039	432,036
Financial Ratios:				
NTA per Share, US cents <sup>(3)</sup>	12.20	12.67	5.96	5.72
Basic EPS, US cents <sup>(4)</sup>	0.94	1.04	N/A	N/A
Gearing <sup>(5)</sup>	0.25	0.27	N/A	N/A
Current ratio <sup>(6)</sup>	1.84	1.76	2.36	2.36

**Notes:**

- (1) NTA equals Shareholders' equity less intangible assets.
- (2) Number of Shares outstanding excludes treasury shares held by the Company since treasury shares are not entitled to any dividends and any right to attend or vote at meetings of the Company as stated in Section 5.2.
- (3) NTA per Share equals NTA divided by the number of Shares outstanding as at 31 December 2011.
- (4) Basic EPS equals profit attributable to shareholders divided by the weighted average number of Shares outstanding during the year ended 31 December 2011 before and after the Shares Purchases.
- (5) Gearing equals total bank borrowings and obligation under finance leases for the Group and the Company respectively, divided by Shareholders' equity.
- (6) Current ratio equals current assets divided by current liabilities.

*Off-Market Purchases*

**For illustrative purposes only**, in a Shares Purchase, assuming that the Maximum Price is S\$0.10 which is five per cent. (5.0%) above the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 48,003,000 Shares (representing approximately ten per cent. (10.0%) of the total issued share capital (excluding treasury shares) of the Company as at the Latest Practicable Date, which is the maximum number of Shares the Company is allowed to purchase) under and during the duration of the proposed Share Purchase Mandate, is approximately S\$4,800,000 (equivalent to approximately US\$3,808,000).

On these assumptions, the impact of the Off-Market Purchases by the Company undertaken in accordance with the proposed Share Purchase Mandate on the Company's and the Group's audited financial statements for FY2011 will be the same as those presented for the impact of Market Purchases by the Company undertaken in accordance with the proposed Share Purchase Mandate on the Company's and the Group's audited financial statements for FY2011, as stated above under the section entitled "Purchases made entirely out of funds of the Company which would otherwise be available for dividends or distributions and cancelled".

- 6.3 As at 31 December 2011, the Group and the Company had cash balances and fixed deposits of US\$26,621,000 and US\$19,028,000 respectively. In order to effect a purchase of up to 48,003,000 Shares at the Maximum Price computed at the Latest Practicable Date, whether by way of Market Purchases or Off-Market Purchases, cash reserves by the Company of approximately US\$3,808,000 will be required.
- 6.4 For illustrative purposes, it is assumed that the Company demands the repayment of approximately US\$3,808,000 from its related corporations to finance purchases of its Shares. The Company may, however, when making Shares Purchases pursuant to the proposed Share Purchase Mandate, whether by way of Market Purchases or Off-Market Purchases, use internal resources and/or external borrowings to finance the purchases.
- 6.5 As illustrated above, the purchase of Shares will have the effect of reducing the working capital and the NTA of the Company and/or the Group by the dollar value of the Shares purchased and interest income foregone as mentioned in Section 6.6 below. The consolidated NTA per Share as at 31 December 2011 will increase from 12.20 US cents to 12.67 US cents as a result of the reduction in the number of issued Shares after the Shares Purchases.

- 6.6 Assuming that the Shares Purchases had taken place on 1 January 2011, whether by way of Market Purchases or Off-Market Purchases, the consolidated basic EPS of the Group for FY2011 would be increased from the profit of 0.94 US cents per Share to the profit of 1.04 US cents per Share as a result of the reduction in the number of issued Shares, after taking into account of interest income foregone (based on an interest rate of 0.81% per annum, being the prevailing interbank 12-month interest rate in Singapore). The Company's non-current assets will decrease from US\$17,632,000 to US\$13,748,000 as it is assumed that the Company demands the repayment from its related corporations to finance the purchases of its Shares after taking into account of interest income foregone on interest bearing loan to a subsidiary (based on an interest rate of 2% per annum) while its current assets and current liabilities will remain unchanged after the purchase at the Maximum Price in a Market Purchase. The Group's current assets will decrease from US\$84,064,000 to US\$80,225,000 after the Shares Purchases.
- 6.7 As the Shares Purchases will reduce the cash reserves of the Group, there will be a corresponding reduction in the current assets and the Shareholders' equity of the Group. The current ratios of the Group and the Company will decline. The actual impact on the current ratios will depend on the number of Shares purchased and the prices at which the Shares were purchased.
- 6.8 **Shareholders should note that the financial effects set out above, based on the respective aforementioned assumptions, are for illustration purposes only. In particular, it is important to note that the above analysis is based on historical audited FY2011 numbers, and is not necessarily representative of future financial performance.**
- 6.9 The Company will take into account both financial factors (for example, cash surplus, debt position and working capital requirement) and non-financial factors (for example, share market conditions and the performance of the shares) in assessing the relative impact of a Shares Purchase before execution.
- 6.10 Shares Purchases by the Company pursuant to the proposed Share Purchase Mandate will only be made in circumstances where it is considered to be in the best interests of the Company. It should be noted that purchases pursuant to the proposed Share Purchase Mandate may not be carried out to the full ten per cent. (10.0%) as mandated. Further, the Directors do not propose to exercise the proposed Share Purchase Mandate to such an extent as would have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

## 7. TAX IMPLICATIONS

Shareholders who are in doubt as to their respective tax positions or any tax implications, or who may be subject to tax in a jurisdiction outside Singapore, should consult their own professional advisers.

## 8. TAKE-OVER CONSEQUENCES

### 8.1 Requirement to make General Offer

Under Appendix 2 of the Take-over Code, an increase of a Shareholder's proportionate interest in the voting rights of the Company resulting from a Shares Purchase by the Company will be treated as an acquisition for the purpose of Rule 14 of the Take-over Code. Rule 14.1 of the Take-over Code requires, inter alia, that, except with the consent of the Council, where:

- (a) any person acquires, whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry thirty per cent. (30.0%) or more of the voting rights of a company; or
- (b) any person who, together with persons acting in concert with him, holds not less than thirty per cent. (30.0%) but not more than fifty per cent. (50.0%) of the voting rights and such person, or any person acting in concert with him, acquires in any period of six (6) months additional shares carrying more than one per cent. (1.0%) of the voting rights,

such person shall extend immediately an offer in accordance with the provisions of the Take-over Code to the holders of any class of share capital which carries votes and in which such person or persons acting in concert with him hold shares. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

The offer required to be made under the provisions of Rule 14.1 of the Take-over Code shall, in respect of each class of share capital involved, be in cash or be accompanied by a cash alternative at the Required Price.

## 8.2 Application of the Take-Over Code

As at the Latest Practicable Date, the Directors' and Substantial Shareholders' shareholding interests in the Company are as follows:

Name	Direct Interest		Deemed Interest		Options to subscribe for new shares
	Number of Shares	%	Number of Shares	%	
<b><u>Directors</u></b>					
Mr. Koichi URANO	710,000	0.15	–	–	1,952,000
Mr. Akihiro KIYOTA	200,000	0.04	–	–	1,952,000
Mr. DY MO Hua Cheung, Philip	400,000	0.08	–	–	1,952,000
Mr. Shinichi OCHI	–	–	–	–	1,464,000
Mr. LAI Shi Hong, Edward	200,000	0.04	–	–	1,464,000
Mr. CHONG Pheng	–	–	–	–	–
Mr. HO Yew Mun	–	–	–	–	–
Mr. Masatoshi MITANI	–	–	–	–	–
Mr. NG Wai Kee	–	–	–	–	–
<b><u>Substantial Shareholders</u></b>					
Mikuni Co., Limited	239,680,000	49.93	–	–	–
Kunikazu YOSHIMI <sup>(1)</sup>	18,405,221	3.83	239,680,000	49.93	–
The China Fund, Inc.	47,602,000	9.92	–	–	–
RCM Asia Pacific Ltd. <sup>(2)</sup>	–	–	47,602,000	9.92	–
Allianz Global Investors Asia Pacific GmbH <sup>(2)</sup>	–	–	47,602,000	9.92	–
Allianz Asset Management AG <sup>(2)</sup>	–	–	47,602,000	9.92	–
Allianz SE <sup>(2)</sup>	–	–	47,602,000	9.92	–

### **Notes:**

- (1) Mr. Kunikazu Yoshimi is deemed interested in the Shares held by Mikuni Co., Limited by virtue of his 100.0% shareholdings in Mikuni Co., Limited.
- (2) RCM Asia Pacific Ltd is the investment manager of The China Fund, Inc. RCM Asia Pacific Ltd is a wholly owned subsidiary of Allianz Global Investors Asia Pacific GmbH, which itself is a wholly owned subsidiary of Allianz Asset Management AG. Allianz Asset Management AG is a wholly owned subsidiary of Allianz SE. Accordingly, by virtue of Sections 7(4A)(a) and 7(6) of the Companies Act, RCM Asia Pacific Ltd, Allianz Global Investors Asia Pacific GmbH, Allianz Asset Management AG and Allianz SE are deemed interested in the 47,602,000 shares directly interested by The China Fund, Inc.

Mr. Kunikazu Yoshimi, our retired Director and Substantial Shareholder, owns the entire issued and paid-up share capital of Mikuni Co., Limited, a Substantial Shareholder. Based on the shareholdings of Mikuni Co., Limited and Mr. Kunikazu Yoshimi in the Company (as shown above), as at the Latest Practicable Date, they collectively own more than fifty per cent. (50.0%) of the voting rights of the Company. In the event the Company undertakes Shares Purchases of up to ten per cent. (10.0%) of the issued share capital (excluding treasury shares) of the Company as permitted by the proposed Share Purchase Mandate, Mikuni Co., Limited and Mr. Kunikazu Yoshimi are not required under the Take-over Code to make a mandatory offer.

Based on the respective individual shareholdings of our other Directors, namely Mr. Koichi Urano, Mr. Akihiro Kiyota, Mr. Lai Shi Hong, Edward and Mr. Dy Mo Hua Cheung, Philip, and our other Substantial Shareholders, as set out in this Section 8.2 above, in the event that the Company undertakes Shares Purchases of up to ten per cent. (10.0%) of the issued share capital (excluding treasury shares) of the Company as permitted by the proposed Share Purchase Mandate, none of the resultant shareholdings of our other Directors and other Substantial Shareholders will increase to thirty per cent. (30.0%) or more. Accordingly, no mandatory offer is required to be made pursuant to the Take-over Code.

The Directors are not aware of any Shareholder or group of Shareholders acting in concert who may become obligated to make a mandatory offer in the event that the Directors exercise the power to make Shares Purchases pursuant to the proposed Share Purchase Mandate.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of Shares Purchases by the Company are advised to consult their professional advisers and/or the Council and/or other relevant authorities at the earliest opportunity.

### 8.3 Shares bought by the Company in the previous twelve (12) months.

The Company made on-market purchases of 23,495,000 Shares in the twelve (12) months preceding the Latest Practicable Date. Details of such purchases of Shares are set out below:

<b>Serial No.</b>	<b>Date of purchase</b>	<b>Total number of Shares purchased and held as treasury shares</b>	<b>Price paid per Share, S\$</b>	<b>Total consideration (including stamp duties, clearing charges, etc) paid for the Shares, S\$</b>
1.	7 June 2011	600,000	0.0708	42,624.43
2.	8 June 2011	600,000	0.0700	42,142.80
3.	9 June 2011	1,200,000	0.0737	88,740.69
4.	10 June 2011	1,000,000	0.0750	75,255.00
5.	13 June 2011	500,000	0.0750	37,627.50
6.	14 June 2011	920,000	0.0750	69,234.60
7.	15 June 2011	500,000	0.0750	37,627.50
8.	20 June 2011	600,000	0.0750	45,153.00
9.	21 June 2011	300,000	0.0750	22,576.50
10.	22 June 2011	310,000	0.0750	23,329.05
11.	7 July 2011	678,000	0.0790	53,744.11
12.	8 July 2011	140,000	0.0800	11,238.08
13.	15 August 2011	180,000	0.0710	12,823.45
14.	16 August 2011	500,000	0.0720	36,122.40
15.	17 August 2011	211,000	0.0730	15,455.37
16.	19 August 2011	404,000	0.0730	29,592.27
17.	22 August 2011	1,200,000	0.0750	90,306.00
18.	23 August 2011	340,000	0.0770	26,269.01
19.	24 August 2011	1,000,000	0.0770	77,261.80
20.	25 August 2011	158,000	0.0770	12,207.36
21.	26 August 2011	339,000	0.0789	26,838.03
22.	29 August 2011	35,000	0.0800	2,809.52
23.	31 August 2011	110,000	0.0810	8,940.29
24.	1 September 2011	1,169,000	0.0824	96,653.11
25.	2 September 2011	280,000	0.0830	23,319.01
26.	5 September 2011	1,000,000	0.0820	82,278.80
27.	6 September 2011	150,000	0.0830	12,492.33

Serial No.	Date of purchase	Total number of Shares purchased and held as treasury shares	Price paid per Share, S\$	Total consideration (including stamp duties, clearing charges, etc) paid for the Shares, S\$
28.	7 September 2011	350,000	0.0830	29,148.77
29.	8 September 2011	420,000	0.0833	35,104.95
30.	9 September 2011	30,000	0.0840	2,528.56
31.	12 September 2011	100,000	0.0840	8,428.56
32.	15 September 2011	100,000	0.0840	8,428.56
33.	16 September 2011	630,000	0.0844	53,352.78
34.	24 November 2011	212,000	0.0800	17,017.66
35.	25 November 2011	682,000	0.0820	56,114.13
36.	28 November 2011	207,000	0.0830	17,239.41
37.	29 November 2011	200,000	0.0840	16,857.12
38.	30 November 2011	300,000	0.0860	25,887.72
39.	1 December 2011	290,000	0.0860	25,024.79
40.	2 December 2011	280,000	0.0860	24,161.87
41.	6 December 2011	271,000	0.0870	23,657.16
42.	8 December 2011	190,000	0.0880	16,776.84
43.	9 December 2011	350,000	0.0874	30,694.00
44.	12 December 2011	200,000	0.0890	17,860.52
45.	13 December 2011	100,000	0.0880	8,829.92
46.	15 December 2011	200,000	0.0870	17,459.16
47.	19 December 2011	400,000	0.0870	34,918.32
48.	20 December 2011	169,000	0.0880	14,922.56
49.	23 December 2011	176,000	0.0900	15,893.85
50.	28 December 2011	80,000	0.0900	7,224.48
51.	29 December 2011	125,000	0.0900	11,288.25
52.	5 March 2012	497,000	0.0932	46,477.88
53.	6 March 2012	328,000	0.0930	30,607.71
54.	12 March 2012	200,000	0.0950	19,064.60
55.	14 March 2012	310,000	0.0949	29,519.02
56.	15 March 2012	800,000	0.0950	76,258.40
57.	16 March 2012	125,000	0.0950	11,915.38
58.	20 March 2012	49,000	0.0960	4,719.99
59.	21 March 2012	450,000	0.0960	43,346.88
60.	22 March 2012	250,000	0.0960	24,081.60

## 9. LISTING STATUS OF THE COMPANY'S SECURITIES

- 9.1 The Directors will ensure that the Shares Purchases will not have any effect on the listing of the Company's securities including the Shares listed on the SGX-ST. Rule 723 of the Listing Manual requires at least ten per cent. (10.0%) of any class of a company's listed securities to be held by the public at all times. The Directors shall safeguard the interests of public Shareholders (as defined in the Listing Manual) before undertaking any Shares Purchase. Before exercising the proposed Share Purchase Mandate, the Directors shall at all times take due cognisance of (a) the then shareholding spread of the Company in respect of the number of Shares held by Substantial Shareholders and by non-Substantial Shareholders and (b) the volume of trading on the SGX-ST in respect of the Shares immediately before the exercise of any Shares Purchase.

9.2 As at the Latest Practicable Date, 172,842,000 Shares constituting approximately 36.0% of a total of 480,039,221 Shares issued by the Company (excluding treasury shares) are held by the public. The Company is of the view that there is sufficient number of Shares in issue held by public Shareholders which would permit the Company to undertake Shares Purchases of up to ten per cent. (10.0%) of its issued ordinary share capital within the Relevant Period, or within any one (1) financial year of the Company, whichever is earlier, without affecting the listing status of the Shares on the SGX-ST. The Company will ensure that notwithstanding the Shares Purchases, a sufficient float in the hands of the public will be maintained in order not to cause market illiquidity or affect orderly trade.

#### **10. LIMITS ON SHAREHOLDINGS**

The Company does not have any limits on the shareholdings of any Shareholder.

#### **11. SPECIAL GENERAL MEETING**

The SGM, notice of which is set out on page 26 of this Circular, will be held at Rosewood Room, Swissotel Merchant Court Singapore, 20 Merchant Road, Singapore 058281 on 26 April 2012 at 2.15 p.m. (or immediately following the conclusion or adjournment of the 2012 AGM to be held at 2.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing, with or without modification, the resolution set out in the Notice of SGM on page 26 of this Circular.

#### **12. ACTION TO BE TAKEN BY SHAREHOLDERS AND DEPOSITORS**

Shareholders who are unable to attend the SGM and who wish to appoint a proxy to attend and vote on their behalf are requested to complete, sign and return the relevant Proxy Form despatched to the Shareholders together with this Circular in accordance with the instructions printed therein as soon as possible and in any event so as to arrive at the office of the Company's Singapore Share Transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623 not later than 48 hours before the time fixed for the SGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the meeting if he wishes to do so.

Under the Bermuda Companies Act, only a person whose name is entered in the register of members of a Bermuda company may have rights to attend and vote at general meetings of such company. Accordingly, under Bermuda laws, a Depositor holding Shares through the CDP would not be recognised as a Shareholder of the Company, and would not have the right to attend and vote at general meetings convened by the Company. Pursuant to Bye-law 85(B)(iv) of the Bye-laws of the Company, unless the CDP specifies otherwise in a written notice to the Company, the CDP shall be deemed to have appointed as the CDP's proxies to vote on behalf of the CDP at a general meeting of the Company each of the Depositors who are individuals and whose names are shown in the records of the CDP (as at a time not earlier than 48 hours prior to the time of the general meeting) supplied by the CDP to the Company. In addition, such appointment of proxies shall not require an instrument of proxy or the lodgement of any instrument of proxy.

Accordingly, Depositors who are individuals and whose names are listed in the Depository Register as at 48 hours before the time of the SGM may attend and vote at the SGM.

A Depositor which is a corporation and which wishes to attend and vote at the SGM must complete and return the enclosed Depositor Proxy Form, for the nomination of person(s) to attend and vote at the SGM on behalf of CDP. Depositors who are individuals and who wish to nominate an alternative person(s) to attend and vote at the SGM on behalf of CDP must also complete and return the enclosed Depositor Proxy Form.

To be valid, the enclosed Proxy Form or Depositor Proxy Form (as the case may be) must be signed and returned, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach one of the places specified in the Proxy Form or Depositor Proxy Form (as the case may be) not less than 48 hours before the time appointed for holding the SGM. The completion and return of the Proxy Form or Depositor Proxy Form (as the case may be) by a Shareholder or Depositor who is an individual (as the case may be) will not prevent him from attending and voting in person at the SGM as a Shareholder or as a proxy of CDP (as the case may be) if he subsequently wishes to do so.

### **13. DIRECTORS' RECOMMENDATION**

The Directors are of the opinion that the proposed renewal of the Share Purchase Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the Ordinary Resolution relating to the proposed renewal of the Share Purchase Mandate.

### **14. 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 Share Purchase Mandate, 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 the Circular in its proper form and context.

### **15. 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; and
- (b) the Annual Report of the Company for the financial year ended 31 December 2011.

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

Dy Mo Hua Cheung, Philip  
Executive Director

## GUIDELINES ON SHARES PURCHASES

### 1. Shareholders' Approval

- (a) Purchases of Shares by the Company must be approved in advance by the Shareholders at a general meeting of the Company, by way of a general mandate.
- (b) A general mandate authorising the purchase of Shares by the Company representing up to ten per cent. (10.0%) of the Company's issued ordinary share capital will expire on the earlier of:
  - (i) the conclusion of the next AGM of the Company;
  - (ii) the date by which the next AGM of the Company is required by law to be held; or
  - (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.
- (c) The authority conferred on the Directors by the Share Purchase Mandate to purchase Shares shall be renewed at the next AGM of the Company.
- (d) When seeking Shareholders' approval for the renewal of the Share Purchase Mandate, the Company shall disclose details pertaining to the purchases of Shares made during the previous twelve (12) months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest price for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

### 2. Mode Of Purchase

Shares Purchases can be effected by the Company in either one of the following two ways or both:

- (a) by way of market purchases of Shares on the Official List of SGX-ST, which means a purchase transacted through the Central Limit Order Book trading system; or
- (b) by way of off-market acquisitions on an equal access scheme as defined in Section 76C of the Companies Act.

### 3. Funding Of Shares Purchases

- (a) In purchasing the Shares, the Company may only apply funds legally permitted for such purchase in accordance with its Bye-laws, and the relevant laws and regulations enacted or prescribed by the relevant competent authorities in Bermuda and Singapore.
- (b) Pursuant to the Bermuda Companies Act, any purchase by the Company may only be funded out of the capital paid up on the shares to be purchased, or out of the funds of the Company which would otherwise be available for dividend or distribution, or out of the proceeds of a fresh issue of Shares made for the purpose of the purchase, and the premium payable on the purchase (i.e. the amount paid in excess of the nominal value of the Shares to be purchased) must be provided for out of the funds of the Company which would otherwise be available for dividend or distribution, or out of the Company's share premium account before the Shares are purchased.
- (c) The Company may not purchase its Shares on the Official List of SGX-ST for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST.

#### **4. Trading Restrictions**

The number of Shares which can be purchased pursuant to the Share Purchase Mandate is such number of Shares which represents up to a maximum of ten per cent. (10.0%) of the issued ordinary share capital of the Company as at the date of the last AGM of the Company or at the date of the SGM of the Company, whichever is the higher, during the Relevant Period, or within any one (1) financial year of the Company, whichever is earlier.

#### **5. Price Restrictions**

Any Shares Purchase undertaken by the Company shall be at the price of up to but not exceeding the Maximum Price.

#### **6. Off-Market Purchases**

(a) For purchases of Shares made by way of an Off-Market Purchase, the Company shall issue an offer document to all Shareholders. The offer document shall contain, inter alia, the following information:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed Shares Purchase;
- (iv) the consequences, if any, of Shares Purchase by the Company that will arise under the Singapore Code on Take-overs and Mergers or any other applicable take-over rules;
- (v) whether the purchase of Shares, if made, would have any effect on the listing of the Company's securities on the Official List of SGX-ST; and
- (vi) details of any purchase of Shares made by the Company in the previous twelve (12) months whether through Market Purchases or Off-Market Purchases, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

(b) Offer for the purchase of acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of Shares;

(c) All Offeree Shareholders shall be given a reasonable opportunity to accept any offer made by the Company to purchase their Shares under the Share Purchase Mandate;

(d) The Company may offer to purchase Shares from time to time under the Share Purchase Mandate subject to the requirement that the terms of any offer to purchase Shares by the Company shall be pari passu in respect of all Offeree Shareholders save under the following circumstances:

- (i) where there are differences in consideration attributable to the fact that an offer relates to Shares with different dividend entitlements;
- (ii) where there are differences in consideration attributable to the fact that an offer relates to Shares with different amounts remaining unpaid; and
- (iii) where there are differences in an offer introduced solely to ensure that every Shareholder is left with a whole number of Shares in board lots of 1,000 Shares after the Shares Purchases, in the event there are Offeree Shareholders holding odd numbers of Shares.

## **7. Status Of Purchased Shares**

A Share purchased or acquired by the Company is deemed cancelled immediately and the relative certificate for the Share shall be cancelled and destroyed on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Where Shares are cancelled but not held as treasury shares, the issued share capital of the Company shall be diminished by the nominal value of the Shares purchased or acquired by the Company. No reduction is made to the Company's authorised capital.

## **8. Notification To The SGX-ST**

- (a) The Company must notify the SGX-ST of any Shares Purchases as follows:
  - (i) in the case of a market acquisition, by 9.00 a.m. on the market day following the day on which it purchased Shares; or
  - (ii) in the case of an off-market acquisition under an equal access scheme, by 9.00 a.m. on the second market day after the close of acceptances of the offer.
- (b) Notification must be in the form of Appendix 8.3.1 of the Listing Manual (or 8.3.2 if the Company has a dual listing on another stock exchange). Such announcement must include details of the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Shares, as applicable.

## **9. Suspension Of Purchase**

- (a) The Company may not undertake any Shares Purchase prior to the announcement of any price-sensitive information by the Company, until such time as the price-sensitive information has been publicly announced or disseminated in accordance with the requirements of the Listing Manual.
- (b) The Company may not effect any repurchases of Shares on the SGX-ST during the period commencing two (2) weeks before the announcement of the Company's financial statements for each of the first three (3) quarters of its financial year and/or one (1) month before the announcement of the Company's half year or full year financial statements, as the case may be, and ending on the date of announcement of the relevant results.

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

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of CDW Holding Limited (the “**Company**”) will be held at Rosewood Room, Swissotel Merchant Court Singapore, 20 Merchant Road, Singapore 058281 on Thursday, 26 April 2012 at 2.15 p.m. (or immediately following the conclusion of the 2012 Annual General Meeting to be held at 2.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing (with or without modification) the following resolution:

**Ordinary Resolution: Proposed Renewal of the Share Purchase Mandate**

That:

- (a) for the purposes of the Companies Act 1981 of Bermuda, 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. (10.0%) of the issued ordinary share capital (excluding treasury shares) 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 of the Company, whichever is the higher) 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. (5.0%) 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. (5.0%) 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 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

Tan San-Ju  
Company Secretary

2 April 2012

**Notes:**

1. A shareholder entitled to attend and vote at the Special General Meeting (“SGM”) is entitled to appoint another person as his proxy to attend and vote on his behalf. A shareholder who is the holder of two or more shares may appoint not more than two proxies to attend on the same occasion. The Depository may appoint more than two proxies or a corporate representative. A proxy need not be a shareholder of the Company.
2. If a Shareholder wishes to appoint a proxy/proxies to attend and vote at the SGM in his stead, the Shareholder should complete and submit the form of proxy despatched to Shareholders (the “Shareholder Proxy Form”).
3. Pursuant to the bye-laws of the Company, in respect of the Shares held by the Depository, unless the Depository specifies otherwise by written notice to the Company, the Depository shall be deemed to have appointed as the Depository’s proxies to vote on behalf of the Depository at the SGM of the Company each of the Depositors who are individuals and whose names are shown in the records of the Depository (as at a time not earlier than 48 hours prior to the time of the SGM) supplied by the Depository to the Company and such appointment of proxy shall not require an instrument of proxy or the lodgement of any instrument of proxy. Accordingly, a Depositor who is an individual and who wishes to attend and vote in person at the SGM may do so without having to submit the form of proxy despatched to Depositors (the “Depositor Proxy Form”). A Depositor which is a corporation and which wishes to attend the SGM must submit the Depositor Proxy Form for the nomination of person(s) to attend and vote at the SGM on behalf of The Central Depository (Pte) Limited (“CDP”).
4. If a Depositor wishes to nominate person(s) to attend and vote at the SGM in his stead on behalf of CDP, the Depositor should complete and submit the Depositor Proxy Form.
5. To be valid, the Shareholder Proxy Form must be signed and together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, deposited at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
6. To be valid, the Depositor Proxy Form must be signed and together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, deposited at the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
7. Where a form of proxy (whether the Shareholder Proxy Form or Depositor Proxy Form or the form of proxy issued by CDP) appoints more than one proxy, please specify the proportion of the shareholdings concerned to be represented by each proxy in the form of proxy.