

**CDW HOLDING LIMITED**  
**(Bermuda Company Registration No. 35127)**  
**(Incorporated in Bermuda)**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CDW Holding Limited (“the Company”) will be held at Carlton Hotel Singapore, Level 2, Connaught Room, 76 Bras Basah Road, Singapore 189558 on Thursday, 28 April 2005 at 3.00 p.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Report and the Audited Accounts of the Company for the year ended 31 December 2004 together with the Auditors’ Report thereon.  

**(Resolution 1)**
2. To declare a final dividend of 0.623 US cent (equivalent to approximately 1.01667 Singapore cents) per ordinary share (tax not applicable) for the year ended 31 December 2004 (2003: Not applicable).  

**(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Bye-law 104 of the Company’s Bye-Laws:  

Mr Kunikazu Yoshimi	(Retiring under Bye-Law 104)	<b>(Resolution 3)</b>
Mr Koh Kuek Chiang	(Retiring under Bye-Law 104)	<b>(Resolution 4)</b>
Mr Lai Shi Hong Edward	(Retiring under Bye-Law 104)	<b>(Resolution 5)</b>

*\*Mr Koh Kuek Chiang will upon re-election as Director of the Company, remain as a member of the Audit Committee and will be considered non-independent for the purposes of Rule 704(8) of Listing Manual of the Singapore Exchange Securities Trading Limited.*
4. To approve the payment of Directors’ fees of HK\$300,000 (equivalent to approximately S\$63,000) for the year ended 31 December 2004. (2003: Not applicable)  

**(Resolution 6)**
5. To approve the payment of Directors’ fees of HK\$720,000 (equivalent to approximately S\$153,000) for the year ending 31 December 2005 to be paid quarterly in arrears. (2004: HK\$300,000 – equivalent to approximately S\$63,000)  

**(Resolution 7)**
6. To re-appoint Deloitte & Touche as the Company’s Auditors and to authorise the Directors to fix their remuneration.  

**(Resolution 8)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

## **AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

### **8. Authority to allot and issue shares up to 50 per centum (50%) of issued share capital**

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors be empowered to allot and issue shares (whether by way of rights, bonus or otherwise) in the capital of the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that:

- (i) the aggregate number of shares to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the issued share capital of the Company at the time of the passing of this Resolution, of which the aggregate number of shares to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the issued share capital of the Company; and
- (ii) unless previously revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. [See Explanatory Note (i)]

**(Resolution 9)**

### **9. Authority to allot and issue shares under the CDW Holding Share Option Scheme**

That the Directors be authorised and empowered to allot and issue shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the CDW Holding Share Option Scheme (the "Scheme") upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen per centum (15%) of the issued share capital of the Company from time to time. [See Explanatory Note (ii)]

**(Resolution 10)**

### **10. Renewal of Shareholders' Mandate for Interested Person Transactions**

That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited:

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and target associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out on pages 122 to 124 of the Company's Prospectus dated 14 January 2005 ("Prospectus") with any party who is of the class of Interested Persons described in the Prospectus, provided that such transactions are carried out in the normal course of business, at arm's length and on commercial terms and in accordance with the guidelines of the Company for Interested Person Transactions as set out in the Company's Prospectus (the "Shareholders' Mandate");
- (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting; and

- (c) authority be given to the Directors to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate as they may think fit. [See Explanatory Note (iii)]

**(Resolution 11)**

By Order of the Board

Robson Lee Teck Leng  
Tan San-Ju  
Secretaries  
Singapore, 5 April 2005

**Explanatory Notes:**

- (i) The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue shares in the Company. The number of shares that the Directors may allot and issue under this resolution would not exceed fifty per centum (50%) of the issued capital of the Company at the time of the passing of this resolution. For issue of shares other than on a pro rata basis to all shareholders, the aggregate number of shares to be issued shall not exceed twenty per centum (20%) of the issued capital of the Company.

For the purpose of this resolution, the percentage of issued capital is based on the Company's issued capital at the time this proposed Ordinary Resolution is passed after adjusting for any subsequent consolidation or subdivision of shares.

- (ii) The Ordinary Resolution 10 proposed in item 9 above, if passed, will empower the Directors of the Company, from the date of the above Meeting until the next Annual General Meeting, to allot and issue shares in the Company of up to a number not exceeding in total fifteen per centum (15%) of the issued share capital of the Company from time to time pursuant to the exercise of the options under the Scheme.
- (iii) The Ordinary Resolution 11 proposed in item 10 above, if passed, will authorise the Interested Person Transactions as described in the Prospectus and recurring in the year and will empower the Directors to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

**Notes:**

1. If a Shareholder being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) wishes to attend and vote at the Annual General Meeting (the "Meeting"), then he/she/it should complete the Proxy Form and deposit the duly completed Proxy Form at the office of the Singapore Share Transfer Agent, Lim Associates (Pte) Ltd at 10 Collyer Quay #19-08 Ocean Building, Singapore 049315, at least forty-eight (48) hours before the time of the Meeting.
2. If a Depositor wishes to appoint a proxy/proxies, then the Proxy Form must be deposited at the office of the Singapore Share Transfer Agent, Lim Associates (Pte) Ltd at 10 Collyer Quay #19-08 Ocean Building, Singapore 049315, at least forty-eight (48) hours before the time of the Meeting.