

CDW HOLDING LIMITED

(Incorporated in Bermuda)
(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 on 26 June 2006 at 3.00 pm at Carlton Hotel Singapore, Level 2, Connaught Room, 76 Bras Basah Road, Singapore 189558, for the purpose of considering and, if thought fit, passing (with or without modification) the following ordinary resolutions:-

AS ORDINARY RESOLUTIONS

THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF TOMOIKE INDUSTRIAL CO., LTD BY TOMOIKE INDUSTRIAL (H.K.) LIMITED, A WHOLLY-OWNED SUBSIDIARY OF CDW HOLDING LIMITED

- (a) that the proposed acquisition ("**Proposed Acquisition**") of the entire issued and paid-up share capital of Tomoike Industrial Co., Ltd from Mr Kunikazu Yoshimi, Mr Koichi Urano, Mr Hiroshi Sayama, Mr Masaaki Suga, Mrs Toyoko Yoshimi and Mrs Aiko Yoshimi (the "**Vendors**") upon and subject to the terms and conditions of the sale and purchase agreement dated 12 April 2006 entered into between Tomoike Industrial (H.K.) Limited and the Vendors (the "**Agreement**") for a maximum aggregate purchase consideration of 1.4 billion JPY and the transactions contemplated under the Agreement be and are hereby approved; and
- (b) that subject to resolution (a) being approved, the Directors of the Company be and are hereby authorised to allot and issue such new ordinary shares at an issue price of 26.0 Singapore cents each (the "**Consideration Shares**") in the capital of the Company, calculated with reference to the maximum aggregate consideration of 758 million JPY for the Second Tranche Sale Shares, as defined in the circular issued by the Company dated 8 June 2006 ("**Circular**"), and based on the S\$: JPY exchange rate on or about the Second Tranche Completion Date, as defined in the Circular, to Mr Kunikazu Yoshimi in satisfaction of part of the purchase consideration for the Proposed Acquisition in accordance with the terms of the Agreement and the Directors of the Company be and are hereby authorised to do any and all such acts as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the issue of the Consideration Shares.

By Order of the Board

Robson Lee Teck Leng /
Tan San-Ju
Company Secretaries

8 June 2006

Notes:

1. A shareholder entitled to attend and vote at the Special General Meeting 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, with the exception of the Central Depository (Pte) Limited, who may appoint more than two proxies. A proxy need not be a shareholder of the Company.
2. The instrument appointing a proxy or proxies must be deposited at the Company's mailing address at the office of the Singapore Share Transfer Agent, Lim Associates (Pte) Ltd., at 10 Collyer Quay #19-08, Ocean Building, Singapore 049315, not less than 48 hours before the time appointed for holding the Special General Meeting.