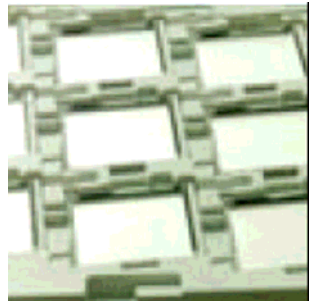


CDW Holding Limited

Special General Meeting

Proposed Acquisition of the entire issued and paid-up capital of Tomoike Industrial Co., Ltd.

26 June 2006



Background

The purpose of this Special General Meeting is to obtain the approval of shareholders of CDW Holding Limited (“CDW”) in relation to the proposed acquisition by Tomoike Industrial (H.K.) Limited (the “Purchaser”), a wholly-owned subsidiary of CDW, of the entire share capital of Tomoike Industrial Co., Ltd (“Japan Tomoike”) (“Proposed Acquisition”).

Background (continued)

Japan Tomoike was incorporated in Sakai City, Osaka Prefecture, Japan in 1959 and has several sale offices located in Osaka, Nara, Tokyo, Mie and Hiroshima, Japan. Japan Tomoike also operates two factories, in Nara and Mie, Japan.

Mr Kunikazu Yoshimi, the Chief Executive Officer of CDW, and his family hold approximately 85% of issued share capital of Japan Tomoike, while the remaining 15% is held by the management team of Japan Tomoike which are not related to Mr Yoshimi.

Background (continued)

Japan Tomoike is principally engaged in the business of:

- (i) supplying precision components for LCD Products including LCD backlight units and related components for LCD Products. LCD backlight units are used in the manufacture of LCD modules found in mobile communication, consumer and IT equipment such as mobile phones, gamebox, digital cameras and PDAs.; and
- (ii) supplying and manufacturing precision accessories for use in office equipment eg. printers and copiers and in other electrical and electronic appliances such as notebooks, LCD TVs and computer monitors.

Purchase Consideration

Subject to shareholders' approval, the Purchaser will acquire 100% of the issued share capital of Japan Tomoike for a purchase consideration of between 642 million JPY to 1.4 billion JPY, depending on the business performance of Japan Tomoike for the financial years ended/ending 31 May 2006 and 31 May 2007.

The purchase consideration will be settled in the form of cash or a combination of cash and a new issue of CDW shares, at the option of the Purchaser. The issue price is predetermined to be S\$0.26 per share.

Purchase Consideration (continued)

The purchase consideration was arrived at after taking into account, *inter alia*:

- the net income of Japan Tomoike for the financial year ended 31 May 2005 of approximately 261.3 million JPY;
- an independent valuation exercise conducted on Japan Tomoike to arrive at the estimated fair market value of the Japan Tomoike shares;
- the payment terms extended to the Purchaser to acquire the entire issued and paid-up share capital of Japan Tomoike in two tranches.

Purchase Consideration (continued)

First Tranche

- shares representing 51.37% of Japan Tomoike, representing a controlling interest, will be acquired at a cash consideration of 642 million JPY
- comprises the entire stake held by the management of Japan Tomoike and a portion of the stake held by Mr Yoshimi and his family

Second Tranche

- shares representing the remaining 48.63% of Japan Tomoike, wholly-owned by Mr Yoshimi, will be transferred to the Purchaser after the finalisation of the audited accounts for Japan Tomoike for the financial year ending 31 May 2007, at a purchase consideration (“Second Tranche Consideration Amount”) computed according to an agreed formula, subject to a cap of 758 million JPY.

Purchase Consideration (continued)

The Second Tranche Consideration Amount shall be the lower sum of the amounts derived from the formulas below:

Formula 1

Second Tranche Consideration Amount = Average of audited NPAT for the financial year ended 31 May 2006 and the financial year ending 31 May 2007 x Adjustment PER x 48.63%

Formula 2

Second Tranche Consideration Amount = Actual audited NPAT for the financial year ending 31 May 2007 x Adjustment PER x 48.63%

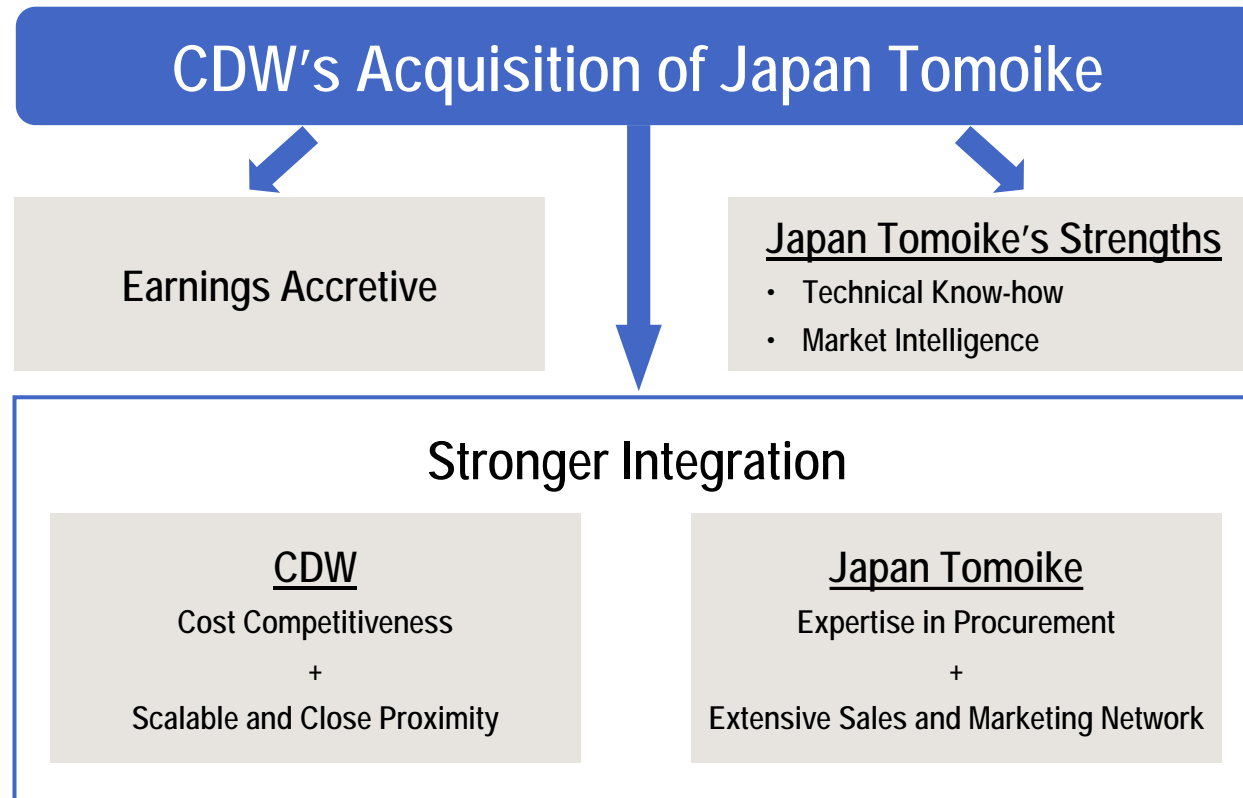
Notes:

Adjustment PER = 5

NPAT : net profit after tax

In the event that any of the calculated sums for the Second Tranche Consideration Amount results in a negative figure, the Purchaser is not required to pay any consideration to Mr Yoshimi for the second tranche.

Rationale for Proposed Acquisition



Rationale for Proposed Acquisition (continued)

(1) Earnings accretion

- The Proposed Acquisition is expected to be earnings accretive for the CDW Group ("Group").

Scenario A (Acquisition of approximately 51.37% of the equity interest of Japan Tomoike)

	Before acquisition of 51.37% of Japan Tomoike	After acquisition of 51.37% of Japan Tomoike
<u>Earnings</u>		
Consolidated profit after taxation and minority interests (US\$'000)	8,942	10,196
Basic EPS (US cents) based on weighted average number of 482,214,000 Shares ⁽²⁾ in issue during 2005 ⁽¹⁾	1.85	2.11

Notes:

- (1) There is no diluted EPS as the average market price of the Shares during the period from 12 September 2005, which is the date on which the Company issued 18,056,000 options over Shares ("Options"), to 31 December 2005, is below the exercise price of the Options.
- (2) The number of Shares has been rounded to the nearest thousand.

Rationale for Proposed Acquisition (continued)

(1) Earnings accretion (continued).

Scenario B (Acquisition of 100% of the equity interest of Japan Tomoike)

	Before the acquisition of 100% of Japan Tomoike	After the acquisition of 100% of Japan Tomoike	
		Second Tranche Consideration Amount settled in cash	Second Tranche Consideration Amount settled by issuance of Consideration Shares
<u>Earnings</u>			
Consolidated profit after taxation and minority interests (US\$'000)	8,942	11,383	11,383
Basic EPS (US cents) ⁽¹⁾	1.85	2.36	2.18

Notes:

(1) There is no diluted EPS as the average market price of the Shares during the period from 12 September 2005, which is the date on which the Company issued 18,056,000 options over Shares ("Options"), to 31 December 2005, is below the exercise price of the Options.

Rationale for Proposed Acquisition (continued)

(2) Stronger integration between CDW Group and Japan Tomoike

- Supply of raw materials and semi-finished goods by Japan Tomoike to the Group.
- A network of sales and marketing offices with access to principal operating facilities of customers in Japan.
- Benefits in terms of costs, geographical reach and technological expertise.
- Interested person transactions and corporate governance.

(3) Japan Tomoike's market intelligence and technical know-how

In the process of developing the LCD backlight units (including prototypes) for its customers, Japan Tomoike would obtain valuable market intelligence vital for the manufacture of the products. Japan Tomoike will be able to play a more active role in the transmission of market intelligence and technological know-how to the Group. The Group will in turn provide the bulk manufacturing base to support Japan Tomoike's customers.

Financial Information

(1) Historical financial performance

Japan Tomoike

Income Statement

<i>JPY'000</i>	financial year ended 31 May 2004	financial year ended 31 May 2005	five months ended 31 Oct 2005
Revenue	6,835,351	8,052,669	2,779,030
Profit before tax	519,669	450,823	180,974
Income tax	(218,031)	(189,571)	(78,045)
Profit after tax ("PAT")	<u>301,638</u>	<u>261,252</u>	<u>102,929</u>

Financial Information (continued)

(2) Financial position

Japan Tomoike

Balance Sheet

<i>JPY'000</i>	As at 31-Oct-05
Property, Plant & Equipment	407,887
Intangibles	4,230
Investments and other assets	365,592
Cash and bank balances	996,211
Total Current Assets	2,348,556
Short-term borrowings	363,650
Bonds (current)	60,000
Total Current Liabilities	1,998,975
Net Current Assets	<hr/> 349,581
Long-term borrowings	38,250
Bonds (non-current)	310,000
Total Liabilities	2,513,465
Net Assets	<hr/> <hr/> 612,800

Prospects

- New projects for Japan Tomoike in the near future include the supply of backlight components for LCD televisions, large-sized LCD panels and high definition LCD panels
- In May 2006, Japan Tomoike began supplying LCD backlight units manufactured using cold cathode fluorescent lamps (“CCFLs”) for LCD television sets
- Japan Tomoike is also concurrently enhancing its LED-based technology capabilities, which it is felt, may eventually outpace LCD backlight units manufactured using CCFLs as LED-based technology is more environmentally friendly

Comparable Companies

As set out in the report by the Independent Financial Adviser, the EV/EBITDA multiple implied by the maximum purchase consideration falls below the median of EV/EBITDA multiples of the comparable companies. The PE multiple implied by the maximum purchase consideration also falls below the median of PE multiples of the comparable companies.

Comparable companies (based on IFA report)

	PER (times)	EV/EBITDA (times)
High	36.77	16.77
Low	3.29	2.97
Median	7.86	5.70
Implied by maximum purchase consideration (max of JPY1.4 billion)*	5.36	2.05

* For purposes of the comparables analysis, the PER implied by the maximum purchase consideration is computed above based on the earnings of financial year ended 31 May 2005. However as per the formula for the Second Tranche Consideration Amount, the adjustment PER of 5 times is used for computation of the Second Tranche Consideration Amount.

Relevant information

This presentation is a summary of the detailed information contained in CDW's Circular to Shareholders dated 8 June 2006. Shareholders are referred to the Circular for relevant information in relation to the Proposed Acquisition.