

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 3 Church Street, #08-01 Samsung Hub, Singapore 049483 on 22 May 2008 at 3:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions:-

All capitalised terms in the Resolutions below and defined in the Circular shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular.

Resolution 1

Ordinary Resolution: Proposed amendments to the CDW Holding ESOS Rules

THAT the proposed amendments to the CDW Holding ESOS Rules which are set out in Appendix 1 of the Circular, be and are hereby approved and adopted.

Resolution 2

Ordinary Resolution: Adoption of the proposed Share Buyback Mandate

THAT pursuant to the Bye-law 7(B), the Directors of the Company be and are hereby authorized to make purchases of Shares from time to time (whether by way of market purchases or off-market purchases on an equal excess scheme) of up to ten per cent. (10%) of the issued ordinary share capital of the Company (ascertained as at the date of the last annual general meeting of the Company or at the date of the SGM, whichever is the higher) during the Relevant Period, or within any one financial year of the Company, whichever is earlier, at the price of up to but not exceeding the Maximum Price, in accordance with the "Guidelines on Shares Purchases" set out in Appendix 2 of the Circular and this mandate shall, unless revoked or varied by the Company in general meeting continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier.

By Order of the Board

Tan San-Ju
Company Secretary

5 May 2008

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. A Depositor may appoint more than two proxies or corporate representatives. 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. Subject to paragraph 5 below, to allow persons (individually a "Depositor" and collectively the "Depositors") whose names are listed on the depository register (the "Depository Register") maintained by the CDP as at 20 May 2008 (the "Cut Off Date") to attend the SGM, arrangements have been made for CDP to issue a proxy form appointing each of the Depositors as at the Cut Off Date, as its proxy/proxies to attend and vote at the SGM, in respect of such number of shares set out opposite their respective names in the Depository Register as at the Cut Off Date. Accordingly, a Depositor 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"), provided that 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 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 3 Church Street, #08-01 Samsung Hub, Singapore 049483, 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 3 Church Street, #08-01 Samsung Hub, Singapore 049483, 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 shareholding concerned to be represented by each proxy in the form of proxy.