



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 Seminar Room, CIMB-GK Investment Centre, 50 Raffles Place, #01-01, Singapore Land Tower, Singapore 048623 on 28 April 2010 at 4:15 p.m. (or immediately following the conclusion or adjournment of 2010 Annual General Meeting of the Company to be held at 4:00 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 Shares Purchase Mandate

That:

- (a) pursuant to the bye-law 7(B) of the Company's bye-laws, the Directors of the Company be and are hereby authorized to make purchases of shares in the 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%) 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 ("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 1 of the Circular and this mandate ("Shares 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:
- "Circular" means the circular dated 12 April 2010 relating to the Proposed Renewal of the Shares Purchase Mandate;
- "Relevant Period" means the period commencing from the date the Shares 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;
- "Market Day" means a day on which the SGX-ST is open for trading in securities;
- "Market Purchase" means on-market acquisition of Shares on the Official List of SGX-ST through the Central Limit Order Book trading system during the Relevant Period and "Market Purchases" shall be construed accordingly. 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 Shares Purchase Mandate, which shall:
- (i) in the case of a Market Purchase not exceed the sum constituting five per cent. (5%) above the average closing price of the Shares over the period of five (5) Market Days in which transactions in the Shares on the Official List of 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%) above the average closing price of the Shares over the period of five (5) Market Days in which transactions in the Shares on the Official List of 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 Purchase" means off-market acquisition of Shares undertaken by the Company during the Relevant Period on an equal access scheme as defined in Section 76C of the Companies Act, Chapter 50 of Singapore, and "Off-Market Purchases" shall be construed accordingly; and
- "SGX-ST" means the Singapore Exchange Securities Trading Limited.

By Order of the Board

Tan San-Ju
Company Secretary
12 April 2010

Notes:

1. A shareholder entitled to attend and vote at the 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 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) appoints more than one proxy, please specify the proportion of the shareholding concerned to be represented by each proxy in the form of proxy.