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 ("SGM") of CDW Holding Limited (the "**Company**") will be held at Elmwood Room, Swissôtel Merchant Court Singapore, 20 Merchant Road, Singapore 058281 on 29 October 2012 at 10.00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions and passing the following special resolution:

All capitalised terms in the Resolutions below and not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders of the Company dated 3 October 2012 (the "**Circular**").

ORDINARY RESOLUTION 1-

THE PROPOSED DISPOSAL BY CRYSTAL DISPLAY COMPONENTS (SUZHOU) CO., LTD. ("CD SUZHOU") OF ITS FACTORY PREMISES IN MU DU TOWN, SUZHOU, THE PEOPLE'S REPUBLIC OF CHINA

"THAT:

(a) the Proposed Disposal of the Factory Premises of CD Suzhou upon and subject to the terms and conditions of the Acquisition Agreement be and are hereby approved;

(b) the Directors and each of them be authorised to take such steps and enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient for the purpose of giving effect to the Proposed Disposal**."**

ORDINARY RESOLUTION 2-

THE PROPOSED CHANGE OF AUDITORS

"**THAT**:

(a) Ernst & Young in Hong Kong be and is hereby appointed as Auditors of the Company in place of Deloitte & Touche LLP in Singapore to hold office until the conclusion of the next Annual General Meeting at a fee and on such terms to be agreed between the Directors and Ernst & Young in Hong Kong; and

(b) the Directors and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as may be expedient or necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Resolution."

SPECIAL RESOLUTION 3-

THE PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

"**THAT** the Bye-laws of the Company be and is hereby amended by deleting the existing Bye-law 98 in its entirety and substituting therefor the following new Bye-law 98:

'The maximum fees payable to all non-executive Directors in any particular financial year shall be a fixed sum (not being a commission on or a percentage of profits or turnover of the Company) as shall from time to time be determined by the Company in general meeting, such sum (unless otherwise directed by such resolution) shall be divided amongst the Directors in such proportions and in such manner as the Board may agree, or failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office. The Board shall not be obliged to pay the entire sum which was approved at the general meeting. The foregoing provisions shall not apply to a Director who holds any salaried employment or office in the Company except in the case of sums paid in respect of Directors' fees. Salaries payable to executive Directors may not include a commission or a percentage of turnover of the Company. Fees payable to Directors shall not be increased except at a general meeting convened by a notice specifying the intention to propose such increase."

By Order of the Board

Tan San-Ju
Company Secretary

3 October 2012

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 or the form of proxy issued by CDP) appoints more than one proxy, please specify the proportion of the shareholdings concerned to be represented by each proxy in the form of proxy.